

JBM Auto Limited  
Registered Office: 601, Hemkunt Chambers,  
89, Nehru Place, New Delhi - 110019  
CIN: L74899DL1996PLC083073  
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## NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting ("AGM") of the members of JBM Auto Limited will be held on Saturday, 12th December, 2020 at 10:30 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business:

**1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:**

(a) **"RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted".

(b) **"RESOLVED THAT** the Audited IND AS Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted".

**2. To declare dividend on equity shares and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** a dividend @ 35% i.e. Rs. 1.75 per equity share (on fully paid-up equity share of Rs. 5 each) of the Company be and is hereby declared for the financial year ended 31st March, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2020".

**3. Appointment of a Director retiring by rotation and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Surendra Kumar Arya (DIN: 00004626), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

### Special Business:

**4. To re-appoint Mr. Sandip Sanyal (DIN: 07186909), as Whole time Director and to be designated as an "Executive Director" for a period of 1 (One) year**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment Mr. Sandip Sanyal (DIN: 07186909) as a Whole Time Director, who is also going to attain the age of 70 years on 10th April, 2021 and designated as the 'Executive Director' under the category of Key Managerial Personnel (KMP) of the Company for a further period of 1 (One) years w.e.f. 18th May, 2020 on the terms & conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sandip Sanyal:

- (a) Basic Salary: Rs. 2,38,000/- (Rs. Two Lacs and Thirty Eight Thousand Only) per month.
- (b) Perquisites & Allowances: In addition to the basic salary, Mr. Sandip Sanyal shall be entitled to Perquisites like Furnished Accommodation (including gas, water, electricity etc.) or payment of House Rent Allowance (HRA); Allowance/ Reimbursement for hard furnishing; house maintenance allowance/ Reimbursement; Allowance/ Reimbursement of domestic help/ Servant(s); Child Education Allowance/ Reimbursement; Medical Allowance/ Reimbursement; Accident/ Medical Insurance; Leave Travel Expenses/ Allowances for self, spouse, dependent children and dependent parents; club fees or any other permissible perquisites. The aggregate value of these perquisites shall be maximum to an amount equivalent to 250% of the basic salary per month.
- (c) Apart from the above, Mr. Sandip Sanyal will also be entitled to Reimbursement of Entertainment/ Travelling/ Hotel/ other expenses incurred for the business of the Company on actual basis.

**RESOLVED FURTHER THAT** in case of inadequacy of profit or no profits in any financial year, the Company shall pay to Mr. Sandip Sanyal, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors/ Committee of the Board may deem fit, subject to the limits prescribed herein and in Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Sandip Sanyal, Executive Director shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

**RESOLVED FURTHER THAT** in pursuance to the Articles of Association of the Company, Mr. Sandip Sanyal, Executive Director shall not be subject to retirement by rotation while holding the office of whole time director.

**RESOLVED FURTHER THAT** any one Director and Mr. Vivek Gupta, Chief Financial Officer & Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution including filing of e-form(s)/ return(s) with the Registrar of Companies of NCT of Delhi & Haryana”.

## **5. Ratification of remuneration of Cost Auditors for the Financial Year 2020-21**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rupees Rs. 1,30,000/- plus applicable tax and out of pocket expenses payable to Mr. M. Krishnaswamy, Cost Accountant, who were appointed by the Board of Directors, as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the year ending 31st March, 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

## **6. To consider and approve the issue of Securities**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable rules there under (“the Companies Act”) and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosures Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof, for the time being in force), the Listing Agreements entered into with the respective Stock Exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme,

1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "RoC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/ or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance), Department of Industrial Policy and Promotion, the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR") Foreign Currency Convertible Bonds ("FCCB") and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), Non-convertible preference shares, compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/ or any security convertible into Equity Shares with or without voting/ special rights and/ or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public offerings and/ or private placement and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/ or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/ or bilateral and/ or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/ or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/ or the underwriter(s) and/ or other advisor(s) for such issue.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/ guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GoI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) The Equity Shares that may be issued by the Company shall rank pari - passu with the existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares in all respects including dividend, which shall be subject to relevant provisions in that behalf contained in the Article of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval there to expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to engage/ appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions”.

**By Order of the Board of Directors  
For JBM Auto Limited**

Place: Gurugram (Haryana)  
Date: 12th September, 2020

Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918

## NOTES:

1. **In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).**
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 24th AGM of the Company being conducted through Video Conferencing (VC) hereinafter called as "e-AGM".
3. **e-AGM:** Company has appointed KFin Technologies Private Limited, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. Corporate Members are required to access the link <https://evoting.karvy.com> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
5. In line with MCA Circulars, the Notice of 24th AGM and Annual Report for the year 2019-20 are being sent only by electronic mode to those Members whose email address was registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available at the Company's website: [www.jbmgroup.com](http://www.jbmgroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>.
6. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company at its email id [jbma.investor@jbmggroup.com](mailto:jbma.investor@jbmggroup.com) at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.
7. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of business to be transacted at the AGM, as set out under item nos. 4, 5 and 6 above and the relevant details of the Director seeking re-appointment under item No. 3 and 4 above as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given in note no. 26 to the notice.
8. (a) The Register of Members and Share Transfer Books will remain closed from **5th December, 2020 to 12th December, 2020**, (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the ensuing AGM.  
(b) The dividend on Equity Shares, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members, whose names appear in the Register of Members on close of business hours on **4th December, 2020**. The dividend is Rs. 1.75/- per equity share.
9. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. To enable the Company to determine the appropriate TDS/ withholding tax rate applicability, shareholders are requested to submit the requisite documents with the Registrar and Transfer Agent on or before 4th December, 2020. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, MCS Share Transfer Agent Limited ("MCS") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant by the members.
11. Equity shareholders holding shares in physical form are requested to update their bank details with the Company/ Registrars and Share Transfer Agent. Shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on **14th September, 2019** (date of last Annual General Meeting) on the website of the Company ([www.jbmgroup.com](http://www.jbmgroup.com)).
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN to the Company/ RTA.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/ demat form may file nomination in the prescribed Form SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with RTA.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited, for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Information and other instructions relating to e-voting are as under:
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is pleased to provide remote e-voting facility to all the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice.
  - ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

- iii. Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon to cast their votes.
- iv. The process and manner for remote e-voting are as under:

Open web browser (Google Chrome, preferred browser), by typing the following URL: <https://evoting.karvy.com> either on a Personal Computer or on a mobile. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience

I. Enter the login credentials i.e., user id and password mentioned below:

User – ID

- For Members holding shares in Demat Form:-
  - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
  - b) For CDSL :- 16 digits beneficiary ID

- For Members holding shares in Physical Form:-  
Event no. followed by Folio Number registered with the Company

**Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin's e-Voting system for the first time, you will need to retrieve the 'initial password' communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no. xii below to obtain the User ID and password.

**Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

II. After entering the details appropriately, click on LOGIN.

III. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. You need to login again with the new credentials.

- IV. On successful login, the system will prompt you to select the EVENT i.e. JBM AUTO LIMITED.
- V. On the voting page, the number of shares as held by the shareholder as on the Cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click "FOR"/ "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- VI. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- VII. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- VIII. During the voting period, shareholders can login any number of times till they have voted on the resolution.



- IX. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- X. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 4th December, 2020.
- XI. The e-voting portal will be open for voting from **Wednesday, 9th December, 2020 (9:00 a.m. IST) to Friday, 11th December, 2020 (5:00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4th December, 2020, may cast their vote electronically. The e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 4th December, 2020, may obtain the User ID and password in the manner as mentioned below:
- (a) On the home page of <https://evoting.karvy.com>, click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- XIII. **e-Voting during AGM:** The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page.
- XIV. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- XV. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.
- XVI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting. User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 67161500 or at 1800 345 4001 (toll free) for any further clarifications. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- XVII. Mr. Dhananjay Shukla, Practicing Company Secretary, (Membership No. FCS 5886) has been appointed as the Scrutinizer to scrutinize the e-voting process.

19. **THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:-**

- a. Attending e-AGM Video conference: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/ members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/ members login where the EVENT and the name of the company can be selected.
- b. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
- c. The Members can join the AGM 15 minutes before and 15 Minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- d. The VC/ OAVM would allow participation of at least 1000 shareholders on first-come-first serve basis.
- e. No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

- f. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  - g. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  - h. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - i. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/ folio number, city, email id, mobile number and submit. The speaker registration shall commence from 9th December, 2020 (9:00 a.m. IST) to 10th December, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, members questions will be answered only if the shareholder continues to hold shares of the Company as of the cut-off date. Due to limitations of transmission and coordination during the Q & A session, the Company may dispense with the speaker registration during the AGM conference.
  - j. Shareholders who wish to speak at the Meeting will be required to allow Camera, and use Internet with a good speed to avoid any disturbance during the meeting.
- 20. The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM is the same person mentioned for Remote e-voting. Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.
  - 21. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jbmgroup.com](http://www.jbmgroup.com) and also communicated to National Stock Exchange of India Ltd. and BSE Limited, where the shares of the Company are listed, not later than 48 hours of the conclusion of the AGM.
  - 22. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
  - 23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and same may be accessed upon log-in to <https://evoting.karvy.com>.
  - 24. The recorded transcript of the forthcoming AGM on 12th December, 2020, shall be maintained by the Company and also be made available on the website of the Company. [www.jbmgroup.com](http://www.jbmgroup.com), at the earliest soon after the conclusion of the Meeting.
  - 25. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.

26. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director eligible for appointment/ re-appointment vide item no. 3 and 4 is as follows:

Sr No.	Particulars	Details	
1.	Name	Mr. Surendra Kumar Arya	Mr. Sandip Sanyal
2.	DIN	00004626	07186909
3.	Date of Birth	10.11.1957	10.04.1951
4.	Date of appointment	01.08.2000	18.05.2015
5.	Qualifications	Science Graduate	B. Tech (IIT Kharagpur) and PGDBM Jamshedpur
6.	Experience in specific functional areas	Having experience of more than 36 years in Automobile and Engineering Industry and also has a dynamic business & leadership skills.	Having experience of more than 35 years in developing business strategy and leading sustainable & profitable growth of various organizations he has been associated with. Amongst his previous stints, he has to his credit some of the biggest names in the Indian and global automotive industry like Ford, Maruti Suzuki, TATA Motors.
7.	Directorship held in other listed entities	Jay Bharat Maruti Limited	Nil
8.	Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee: 1. JBM Auto Limited - Member  Stakeholder Relationship Committee: 1. JBM Auto Limited - Chairman 2. Jay Bharat Maruti Limited - Member	Nil
9.	Number of Shares held in the Company	1,19,342 Equity Shares individually and 2,88,856 as Surendra Kumar Arya (HUF)	Nil
10.	Relationship with any Director(s) of the Company	Father of Mr. Nishant Arya, Director	No relationship with any Director(s) of the Company

**By Order of the Board of Directors  
For JBM Auto Limited**

Place: Gurugram (Haryana)  
Date: 12th September, 2020

Sd/-  
Vivek Gupta  
Chief Financial Officer  
& Company Secretary  
M. No. F7918

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

The following statements sets out all material facts relating to the Special Businesses mentioned in Item Nos. 4 to 6 of the accompanying notice:

### **ITEM NO. 4**

#### **Re-appointment of Mr. Sandip Sanyal, as Whole time Director and to be designated as an "Executive Director" for a period of 1 (One) year**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors re-appointed Mr. Sandip Sanyal (DIN: 07186909) as an Whole time Director designated as "Executive Director" in the category of Key Managerial Personnel of the Company with effect from 18th May, 2020 under Sections 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company for a term of one (1) year to hold office from 18th May, 2020 till 17th May, 2021.

Mr. Sandip Sanyal is going to attend the age of 70 year on 10th April, 2021 and his appointment is subject to the approval of the members by special resolution.

#### **Brief Profile:**

The Nomination & Remuneration Committee of the Company in its meeting held on 3rd February, 2020 has recommended the re-appointment of Mr. Sandip Sanyal as Whole time Director designated as "Executive Director" of the Company w.e.f. 18th May, 2020 on the terms and conditions, subject to the approval of Members in the General Meeting. The Nomination & Remuneration Committee has also approved the terms and conditions of the appointment of Mr. Sandip Sanyal.

Mr. Sandip Sanyal brings with him vast experience of over 35 years in developing business strategy and leading sustainable & profitable growth of various organizations he has been associated with. Amongst his previous stints, he has to his credit some of the biggest names in the Indian and global automotive industry like Ford, Maruti Suzuki, TATA Motors, etc.

Mr. Sandip Sanyal pursued his Bachelors in Technology (B. Tech) from Indian Institute of Technology, Kharagpur followed by Post Graduation Diploma in Business Management (PGDBM) from XLRI, Jamshedpur.

As President, Strategic Growth at JBM Group, Mr. Sandip Sanyal's key responsibilities include spearheading the group's initiatives for inorganic & organic growth globally in the automotive sector as well as engineering services. He is also mentoring and supporting development of key strategies and policies as a member of the group supervisory board.

In compliance of the provisions of Sections 197, 203 and all other applicable provisions of the Companies Act, 2013, the re-appointment of Mr. Sandip Sanyal as Executive Director of the Company on the terms and conditions as mentioned in item No. 4 of the accompanying notice is being placed for your approval by way of a Special Resolution. The Board recommends the resolution for your approval.

The above may also be treated as an abstract of terms of appointment and memorandum of interest in compliance of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Sandip Sanyal himself.

## ITEM NO. 5

Ratification of remuneration of Cost Auditors for the Financial Year 2020-21

Consequent to the merger of JBM Auto System Private Limited with the JBM Auto Limited w.e.f. 1st January, 2020, the Company is under the purview and required to have the audit of its cost records conducted by a Cost Accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules").

The Board, on the recommendation of the Audit Committee, has approved the continuation of service of Cost Auditor on the terms and conditions including remuneration, as approved by JBM Auto System Private Limited to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 as per the following details:

Sr. No.	Name of the Cost Auditor	Audit Fees
1.	Mr. M. Krishnaswamy	Rs. 130,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

The Board recommends the Ordinary Resolution set out at item no. 5 of the notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP) and relatives are concerned or interested in the Resolution set out at item no. 5 of the accompanying notice.

## ITEM NO. 6

To consider and approve the Proposal for Issue of Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013

The members of the Company are hereby informed that the Company had taken an approval of the shareholders for issuing the Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 by passing a special resolution in the 23rd Annual General Meeting held on 14th September, 2019. Further, as per the provisions of Section 42 of the Companies Act, 2013 and the rules made thereunder, special resolution is valid for one year in case of offer or invitation for non-convertible debentures. Since, the Company has not issued the Non-Convertible debentures during the last one year, the validity of the special resolution will expire on 13th September, 2020.

In order to strengthen the financial position of the Company, meet the funding requirement in current and any future businesses and for general corporate purposes, including but not limited to debt reduction, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not more than Rs. 500 Crores or its equivalent in one or more foreign currencies.

Members may note that the above resolution was passed at 23rd AGM held on 14th September, 2019, but due to non-suitable market conditions the said issue of securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 was not made. Hence, the above resolution is placed for your approval in this 24th AGM. It is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion.

This Special Resolution enables the Board of Directors/ Committee to undertake a Private Placement as per SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, amended from time to time ("ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VI of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing / future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the shareholders. The pricing of the Securities shall be determined by the Board in accordance with the ICDR Regulations. The Special Resolution also enables the Board/ Committee to issue Securities in tranches, to such persons, at such times, at such prices as the Board/ Committee deem fit. The Company may, in accordance with applicable laws, offer as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The detailed terms and conditions for the offer will be determined by the Board/ Committee considering the market conditions. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 6 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their shareholdings in the Company.

**By Order of the Board of Directors  
For JBM Auto Limited**

Sd/-

**Vivek Gupta**  
**Chief Financial Officer**  
**& Company Secretary**  
**M. No. F7918**

**Place: Gurugram (Haryana)**

**Date: 12th September, 2020**

## NOTICE FOR SHAREHOLDERS/ INVESTORS FOR UNPAID DIVIDENDS

1. The Shareholders/ Investors of JBM Auto Limited are notified that in pursuance of the Section 124 of the Companies Act, 2013 (the Act) and rules made there under, the Company is required to transfer amount of Dividends that remain unclaimed/ unpaid for a period of 7 (seven) years from the date on which they were declared, to the Investor Education and Protection Fund (IEPF) established under Section 125 of the Companies Act, 2013 and rules made there under.
2. Dividend declared during the following Financial Years shall fall due for transfer to IEPF on completion of a period of seven years from the respective date of declaration of Dividend. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/ Investors:

Financial Year	Rate of Dividend	Proposed date for transfer to IEPF
2012-13	20%	14.10.2020
2013-14	30%	29.10.2021
2014-15	50%	27.10.2022
2015-16	35%	08.10.2023
2016-17	40%	23.09.2024
2017-18	40%	09.10.2025
2018-19	45%	19.10.2026

3. The shareholders and members of the Company are hereby informed that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any amendment and re-enactment thereof, the Company is required to transfer equity shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund. In compliance of the said rules, the Company has communicated through its letters dated 13th July, 2020 sent to the concerned shareholders as well the newspaper advertisement whose shares are liable to be transferred to IEPF Demat Account and also published a notice in the newspapers containing that the names of such shareholders and their folio number or DP ID - Client ID are available on the Company's website i.e., [www.jbmgroup.com](http://www.jbmgroup.com) to claim unclaimed dividend for the Financial year 2012-13 and onwards immediately by making an application to the Company or MCS Share Transfer Agent Limited, RTA of the Company. The Company will transfer the equity shares for the year 2012-13 within a period of thirty (30) days of such equity shares becoming due to be transferred to the fund to comply with the provisions of Section 124 of the Companies Act, 2013.
4. Shareholders/ Investors who have not encashed their Dividend Warrants, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./ DP ID/ Client ID with Company at the following address:  
  
Company Secretary  
JBM Auto Limited  
Plot No. 133, Sector-34, Faridabad - 121005, Haryana  
Ph: 0124- 4090200 | Email: [vivek.gupta@jbmgroup.com](mailto:vivek.gupta@jbmgroup.com), [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com)
5. Shareholders are advised to ensure that their claims for unpaid/ unclaimed dividend are lodged timely so as to reach the same on or before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF.
6. Shareholders are requested to note that after the transfer of the amount to IEPF, the claim for payment shall lie with IEPF Authority as per Section 125 of the Companies Act, 2013

7. Shareholders may note that Securities and Exchange Board of India (SEBI) vide their Circular No.SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. The shareholders are requested who's PAN and Bank Account details are not updated in their folio no/ DP ID Client ID may contact to the Company/ Registrar and Transfer Agent (RTA) of the Company for obtaining format for furnishing the bank details, PAN and email id etc. at email id [jbma.investor@jbmgroup.com](mailto:jbma.investor@jbmgroup.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.
8. Shareholders also please note that Securities and Exchange Board of India vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated 8th June, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only. Members holding shares physical form are advised to dematerialize their physical shareholding at the earliest. No request for transfer of shares in physical form can be processed by the Company/ RTA.

**Place: Gurugram (Haryana)**

**Date: 12th September, 2020**



