JAY BEE LAMINATIONS LIMITED
(Formerly known as Jay Bee Laminations Pvt. Ltd.)
Unit 1 : A-18, 19 & 21 , Phase-II, Noida, Distt. Gautam Budh Nagar (U.P.) Pin-201305
Unit 2 : B-9, Site-C, UPSIDA Surajpur Industrial Area, Greater Noida (UP) Pin - 201306
Unit 3 : A-3B, Sector-80, Noida, Distt. Gautam Budh Nagar (U.P.) Pin-201305
Email : info@jaybeelaminations.co.in, Website : www.jaybeelaminations.co.in
Phone : +91-120-4307940, 41, 42, 43, 44

To,

September 02, 2026

The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Trading Symbol: **JAYBEE**

ISIN: **INE0SMY01017**

Sub.: Notice of 38th Annual General Meeting (AGM) of the Company for the Financial Year 2025-26

Dear Sir / Madam,

Pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this is to inform you that the 38th Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Saturday, September 26, 2026 at 03:00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the business as set forth in the Notice of the AGM.

We are enclosing herewith the Notice of 38th AGM for the financial Year ended on March 31, 2026 for your reference. The said Notice is being sent through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Pursuant to Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its members whose names are recorded in Register of Members or Register of Beneficial owner maintained by the depositories as on the cut-off date i.e. Saturday, September 19, 2026.

Kindly note that the facility of casting votes by a member using the remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by Bigshare Services Private Limited ("BIGSHARE"). The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	**Wednesday, September 23, 2026** from 9:00 A.M (IST)
The remote e-voting period ends on	**Friday, September 25, 2026** till 5:00 P.M (IST)

Kindly take the same on your records.

Yours faithfully
For **Jay Bee Laminations Limited**

ARTI CHAUHAN
Digitally signed by ARTI CHAUHAN
Date: 2026.09.02 18:22:37 +05'30'

Arti Chauhan
Company Secretary & Compliance Officer

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the members of **JAY BEE LAMINATIONS LIMITED** (Formerly known as Jay Bee Laminations Private Limited), will be held on Saturday, 26th day of September, 2026 at 03:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business.

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Resolution No. 2: Appointment of Director

To appoint a director in place of Mr. Mudit Aggarwal (DIN: 01324169), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mudit Aggarwal (DIN: 01324169), who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Resolution No. 3: Ratification of remuneration payable to Cost Auditor for the financial year 2026-27.

To consider and if thought fit to pass with or without modification(s) the following resolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s MM & Associates, Cost Accountants (FRN: 000454) on the recommendation of the Audit Committee and approval by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-27, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

Resolution No. 4: Approval for increase in Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of the Special Resolution passed by the Members at Extra-ordinary general meeting held on November 08, 2023 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder and the Articles of Association of the Company, and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to borrow from time to time all such sums of money, with or without security, as they may deem requisite for the purpose of the business (including but not limited to, for financing any capital or revenue requirements, new business ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall not exceed a sum of ₹250 Crores (Rupees Two Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute all such agreements, deeds, documents, instruments, applications and writings as may be required in connection with such borrowings and to create such mortgages, charges, hypothecations, liens, pledges or other security interests over the assets and properties of the Company, as may be necessary or expedient in connection therewith, subject to applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to sign, execute and deliver all such documents, papers and writings and to file such returns, forms and other documents with the concerned authorities as may be necessary, proper, desirable or expedient for giving effect to this resolution."

Resolution No. 5: Creation of Charges, Mortgages and Hypothecation on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the Special Resolution passed by the Members at Extra-ordinary general meeting held on November 08, 2023 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, and subject to such other approvals, consents and permissions as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to create, from time to time, such mortgages, charges, hypothecations, liens or other encumbrances, in addition to the mortgages, charges, hypothecations, liens or other encumbrances already created or to be created by the Company, on all or any of the movable and/or immovable properties, both present and future, and/or the whole or substantially the whole of any one or more of the undertakings of the Company, in such manner and on such terms as may be determined by the Board, in favour of banks, financial institutions, lenders, debenture trustees or other financing parties, for securing borrowings of the Company and/or any other financial facilities, not exceeding ₹250 Crores (Rupees Two Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions of such mortgages, charges, hypothecations, liens or other security interests or encumbrances and to execute and deliver all such deeds, agreements, declarations, instruments and other documents and writings as may be necessary, desirable or expedient in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to sign, execute and deliver all such documents, papers and writings and to file such returns, forms and other documents with the concerned authorities as may be necessary, proper, desirable or expedient for giving effect to this resolution."

For and on behalf of the Board of Directors
Jay Bee Laminations Limited

Arti Chauhan
Company Secretary & Compliance Officer

Date: September 2, 2026
Place: Noida

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out the material facts relating to the Special Business proposed to be transacted at the AGM, is annexed hereto and forms an integral part of this Notice.
2. Pursuant to General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular No. 20/2020 dated May 05, 2020 and other applicable circulars issued by the MCA from time to time, companies are permitted to conduct their Annual General Meetings ("AGM" or "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") till further orders, subject to the applicable requirements. Accordingly, the AGM of the Company will be conducted through VC/OAVM on Saturday, September 26, 2026 at 3:00 p.m. (IST). The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since the AGM is being conducted through VC/OAVM, the physical attendance of Members at a common venue has been dispensed with. Further, in accordance with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and, therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate/Institutional Members intending to authorise their representative(s) to attend and participate in the AGM through VC/OAVM and to vote through remote e-voting or e-voting during the AGM are requested to send a certified true copy of the Board Resolution / authorisation letter authorising their representative(s), pursuant to Section 113 of the Act, to the Company at cs@jaybeelaminations.co.in with a copy marked to the Scrutinizer at pankajnigamcs@gmail.com on or before Thursday, September 24, 2026.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The facility for joining the AGM through VC/OAVM shall be made available to the Members on a first-come-first-served basis. However, the participation of Members holding 2% or more of the paid-up share capital of the Company, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and other persons entitled to attend the AGM shall not be restricted on account of the first-come-first-served principle.
7. Members may join the AGM through VC/OAVM facility anytime 15 minutes before the scheduled time of commencement of the AGM and thereafter by following the procedure provided in the instructions forming part of this Notice.
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the Company is pleased to provide its Members with the facility to cast their votes electronically on all resolutions set forth in this Notice. The Company has engaged Bigshare Services Private Limited as the authorised e-voting agency / service provider for facilitating remote e-voting and e-voting during the AGM.
9. The remote e-voting period shall commence on Wednesday, September 23, 2026 at 9:00 A.M. (IST) and shall end on Friday, September 25, 2026 at 5:00 P.M. (IST). The remote e-voting facility shall be disabled by Bigshare Services Private Limited thereafter and Members shall not be allowed to vote electronically beyond the said date and time. The remote e-voting period shall remain open for not less than three days and shall close at 5:00 P.M. on the date preceding the date of the AGM, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
10. The cut-off date for determining the eligibility of Members to vote through remote e-voting or e-voting during the AGM shall be Saturday, September 19, 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

11. Any person who acquires shares of the Company and becomes a Member after the dispatch of this Notice and holds shares as on the cut-off date may obtain the login credentials and follow the procedure for remote e-voting as provided in the e-voting instructions forming part of this Notice.
12. Members who have cast their votes through remote e-voting may attend the AGM through VC/OAVM but shall not be entitled to cast their votes again at the AGM. Members attending the AGM through VC/OAVM and who have not cast their votes through remote e-voting shall be entitled to cast their votes through the e-voting facility provided during the AGM.
13. The Board of Directors has appointed M/s Pankaj Nigam & Associates, Practicing Company Secretaries (Proprietor: Mr. Pankaj Nigam, FCS 7343, CP No. 7979), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, within the prescribed period.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.jaybeelaminations.co.in and on the website of Bigshare Services Private Limited at https://ivote.bigshareonline.com and shall simultaneously be communicated to the National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed, in accordance with the applicable provisions.
16. The Register of Members and Share Transfer Books of the Company shall remain closed from September 20, 2026 to September 26, 2026 both days inclusive, for the purpose of the AGM.
17. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Act, shall be available for electronic inspection by the Members during the AGM without any fee. Members seeking to inspect such documents may send their request to the Company at cs@jaybeelaminations.co.in
18. All documents referred to in this Notice and the accompanying Explanatory Statement, which are required to be made available for inspection by the Members, shall be available for electronic inspection up to the date of the AGM. Members seeking to inspect such documents may send their request to the Company at cs@jaybeelaminations.co.in
19. Members seeking any information with regard to the financial statements or any matter to be placed before the AGM are requested to write to the Company at cs@jaybeelaminations.co.in on or before Wednesday, September 23, 2026 mentioning their name, DP ID and Client ID / Folio No., e-mail ID and mobile number. The same will be suitably replied to by the Company.
20. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail ID, mentioning their name, DP ID and Client ID / Folio No., PAN and mobile number, to cs@jaybeelaminations.co.in on or before Wednesday, September 23, 2026. Members who have registered themselves as speakers will be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
21. In accordance with Section 107 of the Act, since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions shall not be decided by show of hands at the AGM.
22. Members holding shares in dematerialised form are requested to intimate all changes relating to their address, e-mail address, bank details, mandate and other particulars to their respective Depository Participant(s), while Members holding shares in physical form are requested to intimate such changes to the Company / Registrar and Share Transfer Agent, as applicable. Members are also requested to update their e-mail address to receive communications from the Company electronically.
23. The Notice convening the 38th Annual General Meeting ("AGM") along with the Annual Report for the financial year ended March 31, 2026 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participant(s), in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and applicable regulatory requirements. Members may kindly note that the Notice of the 38th AGM and the

Annual Report for the financial year ended March 31, 2026 will also be available on the website of the Company at www.jaybeelaminations.co.in, on the website of National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of Bigshare Services Private Limited, the agency providing the Remote e-Voting facility, at https://ivote.bigshareonline.com.

24. In case of any queries or grievances relating to remote e-voting or participation in the AGM through VC/OAVM, Members may contact Bigshare Services Private Limited at 022-62638338 / e-mail: ivote@bigshareonline.com or the Company at +91 98704 03729 / e-mail: cs@jaybeelaminations.co.in

25. Subject to receipt of the requisite majority of votes, the resolutions contained in this Notice shall be deemed to have been passed on the date of the AGM.

26. The information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI, in respect of the Director seeking appointment / re-appointment at the AGM, is provided separately and forms part of this Notice. The concerned Director has furnished the requisite consent and declarations as required under the Act and the rules made thereunder.

Name of Director	Mr. Mudit Aggarwal
Director Identification Number (DIN)	01324169
Date of Birth	November 27, 1988
Age	37 years
Date of first appointment on the Board	May 10, 2012
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation, original terms of appointment would follow
Brief Resume	Mr. Mudit Aggarwal is the Promoter and Managing Director of the Company and has been associated with the Company since 2012. He is actively involved in the overall management, business strategy, operations and business development of the Company.
Qualification	Master of Science in Engineering Management Systems from Columbia University, New York; Bachelor of Technology in Electronics and Communication Engineering from Jaypee Institute of Information Technology, Noida.
Nature of Expertise in specific functional areas	Manufacturing & Operations, Business Development, Procurement, Sales and Strategic Management.
Name of the Companies in which he holds Directorship (other than Jay Bee Laminations Limited)	M.S. Stampings Private Limited Vika Engineering Private Limited
Name of committees in which he/she holds membership/ chairmanship	Stakeholders' Relationship Committee
Name of the listed entities from which he has resigned in past three years	Nil
Details of the Remuneration last drawn	₹48.00 Lakhs per annum
No. of meetings of the Board attended during the year	9
Relationship with other Directors and Key Managerial Personnel ("KMP")	Son of Mr. Munish Kumar Aggarwal, Chairman & Whole-Time Director of the Company and Ms. Sunita Aggarwal, Director of the Company and he is not related to any other Director / Key Managerial Personnel
Number of Shares held as on 31st March, 2026 in the Company	10,92,600 Equity Shares

The details of the process and manner for remote e-Voting and joining AGM through VC are as under:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Wednesday, September 23, 2026 at 9:00 A.M. (IST) and ends on Friday, September 25, 2026 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 19, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. **Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

Type of shareholders	Login Method
	4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**
   - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
   - Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
   - Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
     - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
     - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
     - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

     Note: *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*
   - Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

     Note: *If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.*
   - If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
   - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

     (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

   Voting method for shareholders on i-Vote E-voting portal:
   - After successful login, **Bigshare E-voting system** page will appear.

- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or "ABSTAIN" and click on **"SUBMIT VOTE"**. 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.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
- **NOTE:** If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password**?
- Enter **"User ID"** and **"Registered email ID"** Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
  - o Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

  Note: *The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)*

  - o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM through VC/ OAVM:**

   For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

   - The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
   - After successful login, Bigshare E-voting system page will appear.
   - Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
   - Select event for which you are desire to attend the AGM under the dropdown option.
   - For joining virtual meeting, you need to click on "VOTE NOW" "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
   - Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility 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 in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013 And / Or Regulation 36(3) of The SEBI (listing Obligations And Disclosure Requirements) Regulations, 2015

The following Explanatory Statement sets out all material facts relating to the Business mentioned under resolution no. 3 to 5 in the accompanying Notice:

Resolution No. 3:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s MM & Associates, Cost Accountants, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, at a remuneration of ₹1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred in connection with the audit.

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 (“Act”), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for ratification of the remuneration payable to M/s MM & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2026-27, as set out in Resolution No. 3 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the **Ordinary Resolution** set out at **Resolution No. 3** of the accompanying Notice for approval by the Members.

Resolution No. 4 & 5:

Pursuant to Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (“Act”), approval of the Members by way of a Special Resolution is required to authorise the Board of Directors to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company and to create mortgage, charge, hypothecation, lien, pledge or other security interest over the assets and/or properties of the Company for securing such borrowings and financial facilities.

The Members of the Company, at the Extra-Ordinary General Meeting held on November 08, 2023, had accorded their approval by way of Special Resolution to the Board to borrow monies up to an aggregate limit of ₹200 Crores (Rupees Two Hundred Crores Only), over and above the paid-up share capital and free reserves of the Company, excluding temporary loans obtained from the Company’s bankers in the ordinary course of business, and to create security over the assets and/or undertakings of the Company for securing such borrowings.

Considering the Company’s existing and anticipated business requirements, including working capital requirements, capital expenditure, business expansion and other general corporate purposes, it is considered necessary to enhance the borrowing limit from ₹200 Crores to ₹250 Crores (Rupees Two Hundred Fifty Crores Only). Accordingly, approval of the Members is sought pursuant to Section 180(1)(c) of the Act to authorise the Board to borrow monies, notwithstanding that the aggregate of the monies already borrowed and the monies proposed to be borrowed may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, up to a sum not exceeding ₹250 Crores (Rupees Two Hundred Fifty Crores Only) at any point of time, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business. Further, pursuant to Section 180(1)(a) of the Act, approval of the Members is sought to authorise the Board to create mortgage, charge, hypothecation, lien, pledge or other security interest over the assets and/or properties of the Company, both present and future, for securing such borrowings and financial facilities availed/to be availed by the Company.

The Board recommends the **Special Resolutions** set out at **Resolutios Nos. 4 and 5** of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their respective shareholding, if any, in the Company.

For and on behalf of the Board of Directors
Jay Bee Laminations Limited

Date: September 2, 2026
Place: Noida

Arti Chauhan
Company Secretary & Compliance Officer