JBM Auto Limited
Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
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F : +91 - 129-2234230
W : www.jbmgroup.com
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JBM Our milestones are touchstones

JBMA/SEC/2026-27/32 **25th August, 2026**

Listing Department

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001
Scrip Code: 532605

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Symbol: JBMA

Sub.: Submission of Notice of 30th Annual General Meeting

Dear Sir/ Madam,

In continuation to our letter dated July 30, 2026, intimating that the 30th Annual General Meeting of the Company will be held on Wednesday, September 16th, 2026 at 11.30 a.m. Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means.

Pease find enclosed Notice of 30th Annual General Meeting scheduled to be held on Wednesday, 16th September, 2026 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means.

The Notice of the AGM is available on the website of the Company at:https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/

Kindly take the above submissions to your records.

Thanking you,
For **JBM Auto Limited**

Sanjeev Kumar
Digitally signed by Sanjeev Kumar
Date: 2026.08.25 21:30:51 +05'30'

Sanjeev Kumar
Company Secretary
& Compliance Officer
M No. A18087

Place: Gurugram

Encl: as above

JBM Auto Ltd.

Registered Office:

Plot No. 133, Sector - 24, Faridabad - 121005, Haryana

CIN: L74899HR1996PLC123264

Ph: +91 0129-4090200

F : +91-129-2234230

E-mail: jbma.investor@jbmgroup.com

Website: www.jbmgroup.com

JBM Group
Our milestones are touchstones

NOTICE OF THIRTY (30TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of the members of **JBM Auto Limited** (the "Company") will be held on **Wednesday, 16th September, 2026 at 11:30 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means (**"OAVM"**) to transact the following businesses:

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, 2026 together with the reports of the Board of Directors and Auditors thereon.**

   To consider, and if thought fit to pass the following resolutions as an Ordinary Resolution:

   (a) **"RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the Members and also 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, 2026 and the report of Auditors thereon as circulated to the Members and also laid before this meeting be and are hereby considered and adopted."

2. **To declare Dividend on Equity Shares**

   To consider, and if thought fit to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT a dividend @85% i.e. ₹ 0.85 per Equity Share (on fully paid-up equity share of ₹ 1/- each) of the Company be and is hereby declared for payment to those Members whose names appear on the Register of Members or Register of beneficial owners on 9th September, 2026, for the financial year ended 31st March, 2026 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, 2026."

3. **Appointment of Mr. Nishant Arya (DIN: 00004954), as a Director liable to retire by rotation.**

   To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Nishant Arya (DIN: 00004954) 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. **Ratification of remuneration payable to Cost Auditors**

   To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the members hereby ratifies the remuneration of ₹ 2,50,000 (Rupees Two Lacs Fifty Thousand only) plus applicable tax and out-of-pocket expenses payable to M/s. Jitender, Navneet & Co., (FRN 000119), who, based on the recommendation(s) of the Audit Committee have been appointed by the Board of Directors of the Company as Cost Auditors of the Company to conduct the audit of the applicable cost records of the Company for the Financial Year 2026-27."

5. **To consider and approve the issue of Securities**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23, 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(s) or re-enactment(s) thereof, for the time being in force and other applicable rules there under ("the Companies Act") and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulations, in India or outside India, including without limitation, all applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended ("SEBI ILDS Regulations"), the provisions of the Foreign Exchange Management Act, 1999, as amended, and the regulations and rules issues thereunder including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, 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 ("RoC"), the Stock Exchanges, and/ or any other competent authorities and subject to such other approvals, consents, permissions and/ or sanctions (if required) of the concerned Department (s) of the Central Government, 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 members 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/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 or any other applicable Chapters of the SEBI ICDR Regulations, or 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 ₹1,500 Crores (Rupees One Thousand Five Hundred Crores only) or equivalent thereof in any foreign or indian 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), (i) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days 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. (ii) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the SEBI ICDR Regulations; and (iii) the Eligible Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the Stock Exchanges or except as may be permitted from time to time under 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 compliance with any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the 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 resolution:

(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 for the purpose of giving effect to the resolutions described above, the Board or any 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 appointing valuer/Consultant/Lead Manager or any other required professional for 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, the timing of the issue, 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 escrow agreement, placement agreement, agreements with the depositories, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, 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 any 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 or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

6. Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2027 and to approve his remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('the Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors and such other approvals, permissions and sanctions, if any as may be required, the approval of the members be and is hereby accorded for the re-appointment of Mr. Nishant Arya (DIN: 00004954) as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years w.e.f. 18th May, 2027 to 17th May, 2030 (at the end of the existing tenure on 17th May, 2027) on the terms and conditions including remuneration as set out below with liberty and authority to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) to alter and vary the terms and conditions of the said 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. Nishant Arya:

(a) **Basic Salary:** ₹ 65,00,000/- (Rupees Sixty Five Lakhs only) per month with authority to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) to revise / restructuring his salary from within the limit as approved by the shareholders.

(b) **Perquisites & Allowances:** In addition to the basic salary, Mr. Nishant Arya shall be entitled to perquisites and allowances like furnished accommodation (including gas, water, electricity etc.)/ or payment of House Rent Allowance, furnising allowance, House maintenance allowance/ reimbursement, Living allowance, Special allowance reimbursement/ allowance for domestic help/ servant(s), Child education allowance/ reimbursement, Medical allowance/ reimbursement (whether incurred in India or abroad), Accident/ Medical insurance, Leave travel expenses/ or allowance for self, spouse, dependent children and dependent parents, club fee or any other allowance by whatever name called and any other permitted perquisite. However, the aggregate value of these allowances/ perquisites shall be restricted to an amount equivalent to 200% of the basic salary per month.

Apart from the above, he shall also be entitled to the following, which shall not be included in the computation of perquisites for the purpose of calculating the said ceiling of perquisites:

I. Company's chauffeur driven car(s) for the business of the Company;

II. Telephone facility including mobile phones for the business of the Company;

III. One month's leave with full salary for every 11 months of service;

IV. Reimbursement of entertainment/ travelling/ hotel and other expenses actually and properly incurred for the business of the Company;

V. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company;

VI. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the Company; and

VII. Encashment of leave at the end of the tenure.

VIII. The Company has taken an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same.

(c) Commission: In addition to basic salary and perquisites/ allowances as above, he shall be entitled remuneration as commission per annum by way of monthly/Annually/Quarterly payment not exceeding 5% of the Net Profit of the Company or any other percentage or amount in any form as may be permissible under Companies Act, 2013 and calculated in accordance with Section 198 or any amendment thereto of the Companies Act, 2013 in a particular financial year on annual basis as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the perquisites and allowances shall be evaluated as per the provisions of the Income Tax Rules in force from time to time, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

RESOLVED FURTHER THAT in case of inadequacy of profits or no profits in the Company during the currency of tenure, Mr. Nishant Arya shall be paid the remuneration as aforesaid including any revisions approved by the Board from time to time and such amount of commission, as may be decided by the Board of Directors, as minimum remuneration and in addition thereto he shall be entitled to the following perquisites (not to be included in the computation of the ceiling of the minimum remuneration):

a. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.

b. Gratuity payable at the rate not exceeding half-month's salary for each completed year of service in the Company.

c. Encashment of leave at the end of the tenure and any other benefit exempt under Companies Act, 2013 or SEBI (Listing Regulations) for time being in force.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable to Mr. Nishant Arya irrespective of the maximum permissible limits as prescribed under Section 197 and any other applicable sections of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Nishant Arya shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI Listing Regulations, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Nishant Arya, even if the annual remuneration payable to Mr. Nishant Arya may exceed ₹ 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his re-appointment.

RESOLVED FURTHER THAT any one Director or Mr. Vivek Gupta, Chief Financial Officer or Mr. Sanjeev Kumar, Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of e-form(s)/ return(s) etc. with the Registrar of Companies, Haryana"

7. Approval for continuation of Directorship of Mr. Praveen Kumar Tripathi (DIN : 02167497) as an Independent Director of the Company after attaining the age of Seventy-Five Years

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for continuation of Mr. Praveen Kumar Tripathi (DIN : 02167497) as an independent Director of the Company who shall attain the age of 75 years on 15th December 2027 till the expiry of his current term i.e. 10th July, 2029, and other terms & conditions will remain same as already approved by the Members.

RESOLVED FURTHER THAT any one Director or Key Managerial Personnel, be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

NOTES:

1. The Ministry of Corporate Affairs ('**MCA**') inter alia, vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2022 dated May 05, 2022 and subsequent Circular issued in this regard, the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as '**MCA Circulars**') has permitted the holding of the Annual General Meeting ('**AGM**') through Video Conferencing ('**VC**') or through Other Audio-Visual Means ('**OAVM**'), without the physical presence of the Members at a common venue.

   Further, Securities and Exchange Board of India ('**SEBI**') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03/10/2024 read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (collectively referred to as '**SEBI Circulars**'), have provided relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI Listing Regulations and MCA/SEBI Circulars, the 30th AGM of the Company is being held through VC/OAVM on 16th September, 2026, at 11:30 A.M. The Deemed Venue for 30th AGM shall be the registered office of the Company.

2. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of special business to be transacted at the 30th AGM, as set out under item nos. 4, 5, 6 and 7 above and the relevant details of the Director seeking re-appointment under item nos. 3 and 6 above and continuation of directorship under item no. 7 as required under Regulation 36(3) of the SEBI 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. 23 of the notice.

3. In terms of MCA circulars read with the Companies Act, 2013 and the SEBI Listing Regulations, since the AGM is being held through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

   However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC/ OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed in the notes below.

4. Members please note that KFin Technologies Limited ("KFintech") has been engaged to facilitate the participation of the Members in the AGM and to provide e-voting facility (remote e-voting prior to AGM and e-voting during the AGM) for casting the votes electronically on all resolutions set forth in this Notice in terms of the provisions of Section 108 of the Act and rules made thereunder, Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and aforesaid MCA Circulars and SEBI Circulars.

5. Institutional investors are encouraged to attend and vote at the meeting through VC/ OAVM. Further, Corporate Members are required to access the link http://evoting.kfintech.com and upload a certified copy of the board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.

6. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at jbma.investor@jbmgroup.com and/or by sending a request to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent through email at helpdeskdelhi@mcsregistrars.com or contact at +91 11 41406149. The registered e-mail address will be used for sending future communications.

7. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT**

   In compliance with aforesaid MCA Circulars and SEBI Circulars, the Notice of 30th AGM and Annual Report for the Financial Year 2026-27 along with login details for joining the AGM through VC/ OAVM facility including e-voting, are being sent only through electronic mode to those members whose email address was registered with the Company or Depositories or Registrar and Transfer Agent. Members may please note that this Notice and Annual Report will also be available at the Company's website: https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/, websites of the Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Private Limited at http://evoting.kfintech.com.

Notice of 30th AGM and Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, 21st August, 2026 ("Cut-off date"). Any person who acquire shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on cut-off date may obtain the login ID and Password by sending a request at evoting@kfintech.com. However, if he/ she is already registered with Kfintech with remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote. Additionally, the Company will also send a letter to shareholders providing the web-link or QR code for accessing the Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories.

8. 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@jbmgroup.com from their registered email address mentioning their name, DPID Client ID/ Folio no. and mobile number at least a week in advance, so that relevant information may be made available, if the Company permits such information to be furnished.

9. PAYMENT OF DIVIDEND RELATED

(a) The dividend, if approved by the Members at the AGM, will be paid only through electronic mode, subject to deduction of income-tax at source ('TDS') at rates prescribed in the Income Tax Act 2025, as under:

- Ordinary Shares held in electronic form: To all beneficial owners of the shares as per details furnished by the Depositories as of close of business hours on Wednesday, September 9th 2026, for this purpose.

- Ordinary shares held in physical form: To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of business hours of Wednesday, September 9th 2026.

(b) The dividend on Equity Shares, if declared at the ensuing AGM, 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 or Register of Beneficial Owner received from Depositories on close of business hours on Wednesday, 9th September, 2026. The dividend is ₹0.85 per equity share on fully paid-up equity share of ₹ 1/- each.

(c) Pursuant to the Income-Tax Act, 2025 ("the IT Act"), as amended by the Finance Act, 2026, dividends paid or distributed by a Company on or after 1st April 2020 has become taxable in the hands of the shareholders and therefore, the Company shall be required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates. Shareholders may please refer to the annexed communication on TDS on Dividend following the AGM Notice, or access the same on the Company's website at https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/ for prescribed category-wise rates.

(d) Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.

(e) Pursuant to SEBI Master Circular dated February 6, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of the SEBI Listing Regulations, SEBI has mandated that dividend to the shareholders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach our RTA at helpdeskdelhi@mcsregistrars.com.

(f) With effect from November 19, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/RTA (for shareholders holding shares in physical form).

- Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

10. Members holding shares in physical form are requested to update their bank details with the Company/ Registrars and Share Transfer Agent on or before 9th September, 2026. 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.

11. INVESTOR EDUCATION AND PROTECTION FUND RELATED INFORMATION

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2018-19 to the Investor Education and Protection Fund 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 31st March, 2026 on the website of the Company at https://www.jbmbuses.com/jbm-auto-ltd/ipef-details-and-unclaimed-dividends/.

12. UPDATION OF PAN, EMAIL ADDRESS AND OTHER DETAILS OF THE MEMBERS

a) Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number, registered email addresses, mobile numbers and other details with their relevant Depositories through their Depository Participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Share Transfer Agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.

b) Pursuant to Section 72 of the Companies Act, 2013, members 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.

c) 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 at the AGM.

d) 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.

e) Non-Resident Indian members are requested to inform MCS Share Transfer Agent Limited, immediately of:

i) Change in their residential status on return to India for permanent settlement.

ii) 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.

f) SEBI vide its notification(s)/ circular(s) dated 8th June, 2018, 30th November, 2018 and SEBI/ LAD-NRO/GN/2022/66 dated 24th January, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.

g) With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List not older then 2 months duly attested by DPs.

Members may please note that listed companies are mandated to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5 (for transmission), the format of which is available on the Company's website at https://jbmbuses.com/jbm-auto-ltd/forms-for-processing-of-various-service-request/

h) Pursuant to Regulation 40(1) of the SEBI Listing Regulations, request for transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.

Further, the members may please note that to secure the rights of investors in the securities which were purchased by them, SEBI vide its circular dated 2nd July, 2025 and january 6, 2026 read with SEBI master circular issued to RTAs dated February 6, 2026 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/ or otherwise till 4th February, 2027. Further the Company has communicated the opening of the special window to the shareholders.

13. DISPUTE RESOLUTION:

In pursuance of SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023 and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, the facility of online dispute resolution mechanism is available through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. The link to access the SMART ODR Portal is available on the website of the Company at https://jbmbuses.com/jbm-auto-ltd/#

14. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

a) 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 and Disclosure Requirements) Regulations, 2015 (as amended), SS-2. The Company is pleased to provide remote e-voting facility to all of its members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 30th 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 Limited (KFintech) on all resolutions set forth in this Notice.

b) 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 i.e September 9th 2026 shall be entitled to avail the facility of remote e-voting or e-voting at the Annual General Meeting.

c) 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. The e-voting during the AGM is integrated with the VC platform. Members may click on the voting icon to cast their votes. The remote e-voting commences from **Sunday, 13th September, 2026 (9.00 A.M. IST) to Tuesday, 15th September, 2026 (5.00 P.M. IST).** During this period, members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date i.e. **Wednesday, 9th September, 2026**, may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies Limited ("KFintech") for voting thereafter.

d) Only those members, who are attending the e-AGM and have not casted their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual for members available at the download section of https://evoting.kfintech.com or contact evoting@kfintech.com or phone no. at 1800 309 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.

f) Mr. Dhananjay Shukla (FCS 5886), Managing Partner (M/s. Dhananjay Shukla & Associates), Company Secretaries (CP No. 8271) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

15. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

a) Those members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-voting or through the e-voting system during the AGM, may obtain the login ID and password by sending scanned copy of:

i) a signed request letter mentioning name, folio number and complete address.

ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company to the email address of the Company at jbma.investor@jbmgroup.com or Registrar & Share Transfer Agent at admin@mscregistrars.com or KFintech at evoting@kfintech.com.

b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:

(i) a signed request letter mentioning name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID).

(ii) self-attested scanned copy of client master or Consolidated Demat Account statement.

(iii) self-attested scanned copy of the PAN Card, to the email address of RTA at admin@mscregistrars.com or to KFintech at evoting@kfintech.com.

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING: -

The options for remote e-voting and e-voting during Annual General Meeting (AGM) are explained herein below:

Option 1	Access to Depositories e-voting system in case of individual members holding shares in demat mode.
Option 2	Access to KFIN e-voting system in case of members holding shares in physical and non-individual members in demat mode.
Option 3	Access to join virtual AGM of the Company on KFin system to participate in AGM and vote at the AGM.

A. Details of Option 1 are mentioned below:

Login method for remote e-voting for Individual Members holding securities in demat mode. (Login Through Depositories)

NSDL	CDSL
1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Visit URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields.	**2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration II. Proceed with completing the required fields.
3. By visiting the e-voting website of NSDL I. URL: https://www.evoting.nsdl.com II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. V. 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.	**3. By visiting the e-voting website of CDSL** I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800-21-09911

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. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-voting service provider name i.e., KFINTECH and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

B. Details of Option 2 are mentioned below:

Login Method for Non-Individual Members holding shares in demat form & Members holding share in physical form.

Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of e-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

I. Initial Password is provided in the body of the email.

II. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

III. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.

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

V. You will reach the password change menu wherein you are 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 (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VI. You need to login again with the new credentials.

VII. On successful login, the system will prompt you to select the EVENT i.e. JBM Auto Ltd. and click on submit.

VIII. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

IX. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.

XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/ are authorized to vote, to the Scrutinizer through email at dshukla.fcs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name JBM Auto Ltd.

XII. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at https://evoting.kfintech.com under help section or call at 1800 309 4001 (toll free).

XIII. All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free).

XIV. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

17. Instructions for all the members for attending the AGM through VC/OAVM and e-voting during the AGM.

a. Members will be provided with a facility to attend the AGM through VC/ OAVM platform provided by KFintech.

b. Members may access the same at https://emeetings.kfintech.com by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.

c. The Members can join the AGM in VC/OAVM mode 15 minutes before and 15 Minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

d. The VC/ OAVM would allow participation of 1,000 members 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 Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of various board committees, Auditors etc.

f. The attendance of the members (member's logins) attending the AGM through VC/ OAVM 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 AGM through Laptop with Google Chrome for better experience.

h. 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 / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.

i. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

j. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker at 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 **Friday, 11th September, 2026 (9:00 A.M. IST) to Saturday, 12th September, 2026 (5:00 P.M. IST).** Those members who have registered themselves as speaker shall only be allowed to express their views/ask questions during the AGM.

k. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, member's questions will be answered only if the members continues to hold shares of the Company as on cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

l. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: https://emeetings.kfintech.com/

m. Members who wish to speak at the AGM will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

n. While all efforts will be made to make the VC/ OAVM meeting smooth, Members and other Participants connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommend to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

o. 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.

18. The result declared on the AGM resolutions along with the Consolidated Scrutinizer's Report shall be placed on the Company's website at https://www.jbmbuses.com/jbm-auto-ltd/scrutinizer-report-e-voting-results/ and on the website of KFintech at https://evoting.kfintech.com and shall also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed, within 2 working days of the conclusion of the AGM.

19. The resolutions proposed shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favor of the resolutions.

20. 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 AGM in electronic mode and same may be accessed upon log-in to https://evoting.kfintech.com.

21. All documents referred in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between 11:15 A.M. (IST) to 02:00 P.M. (IST) and also during the AGM and copies of Memorandum and Articles of the Association of the Company also be made available for inspection in physical and electronic mode at the Registered office of the Company.

22. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the website of the Company at www.jbmgroup.com at the earliest soon after the conclusion of the Meeting.

23. Pursuant to Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) seeking re-appointment at the AGM are as follows:

Sr No.	Particulars	Details	Details
1.	Name	Mr. Nishant Arya	Mr. Praveen Kumar Tripathi
2.	DIN	00004954	02167497
3.	Date of Birth	01.11.1986	15.12.1952
4.	Date of first appointment	30.07.2009	11.07.2019
5.	Qualifications	MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics, UK.	Post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.
6.	Experience in specific functional areas	Mr. Nishant Arya has been pivotal in steering the Company's sustained growth and transformation. He has championed the Group's expansion into international markets and advanced technology domains, including serving as Chairman of Linde-Wiemann GmbH, Germany. Beyond the Group, he co-chairs the BRICS Manufacturing & Mobility Council and the CII Europe India Council, and has represented India at global platforms such as COP29 and the UITP 2025 Summit. Recognized for his strategic foresight and innovation-driven leadership, he has been featured in ET 40 Under 40 and Business World 40 Under 40.	Mr. Praveen Kumar Tripathi has held several senior administrative positions across the Government of India and the Government of NCT of Delhi. His distinguished career includes serving as Chief Secretary, NCT of Delhi; Principal Secretary to the Chief Minister; Chairman, Public Grievances Commission and Police Complaints Authority; and Joint Secretary, Ministry of Information & Broadcasting. He has also served as Deputy Commissioner in Arunachal Pradesh and as Director of the Total Literacy Campaign. With his extensive expertise in public policy and governance, Mr. Tripathi brings valuable insights and experience to the Board.
7.	Directorship held in other listed entities (Other than JBM Auto Ltd.)	Jay Bharat Maruti Limited and Vardhman Special Steels Limited	1. Religare Enterprises Limited 2. Indiabulls Limited (formerly Yaari Digital Integrated Services Ltd)

Sr No.	Particulars	Details	Details
8.	Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholder Relationship Committee JBM Auto Ltd-Member	**Audit Committee:** 1. JBM Auto Limited – Member 2. Religare Enterprises Limited - Chairman **Stakeholder Relationship Committee:** 1. JBM Auto Limited - Chairman
9.	Names of listed entities from which the Director has resigned in the past three years	Nil	Embassy Developments Limited
10.	Number of Shares held in the Company	16,97,000 Equity Shares	Nil
11.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer to the Board Qualifications, Expertise and Attributes Matrix in the Corporate Governance Report.
12.	Terms and conditions of re- appointment	Refer item no. 6 of Explanatory Statement.	As decided by the Board
13	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2025-26)	₹ 2,493.08 Lakhs	₹ 4,70,000
14.	Number of Board Meetings attended during the year	4 out of 4	4 out of 4
15.	Relationship with any Director(s) of the Company	Son of Mr. Surendra Kumar Arya, Chairman & Director	No Inter-se Relationship

By **Order of the Board of Directors**
For **JBM Auto Ltd.**

Sd/-
Sanjeev Kumar
Company Secretary &
Compliance Officer
M. No. ACS 18087

Date: 30th July, 2026
Place: Gurugram

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

ITEM NO. 4

Ratification of remuneration payable to Cost Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee has approved the service of Cost Auditors on the terms and conditions including remuneration, to conduct the audit of the cost records of the Company for the Financial Year 2026-27 as per the following details:

Sr. No.	Name of the Cost Auditors	Audit Fees
1.	M/s. Jitender, Navneet & Co. (FRN 000119)	₹ 2,50,000

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.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 4 of the accompanying Notice for approval of the members by way of an **Ordinary Resolution.**

None of the Directors, Key Managerial Personnel and their relatives are, in anyway, concerned or interested in the said resolution in the Company.

ITEM NO. 5

To consider and approve the issue of Securities

The members of the Company are hereby informed that the Company had taken an approval of the members for issuing the Securities in terms of Sections 42, 62 and 71 of the Companies Act, 2013 by passing a special resolution in the 29th Annual General Meeting held on 3rd September, 2025. 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 securities/ non-convertible debentures. Since, the Company has not issued any kind of securities including Non - Convertible debentures during the last one year, the validity of the special resolution will expire on 2nd September, 2026.

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, for meeting long and short term working capital requirements, capital expenditure, funding the organic or inorganic growth opportunities in the area of its operations and adjacencies, pre-payment and/ or repayment of outstanding borrowings or other financial obligations, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), or for any other general purposes, 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 or discount 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 ₹ 1500 Crores.

Members may note that the above resolution was passed at 29th AGM held on 3rd September, 2025, but due to non- suitable market conditions the said issue of securities was not made. Hence, the above resolution is placed for your approval in this 30th 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.

The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue shareholding that may be held by them and post issue shareholding pattern of Equity Shares of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, or any other permissible securities negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares or any other permissible securities, and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the SEBI LODR Regulations. This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company. The approval of the shareholders is being sought to enable the Board, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, without the need for any fresh approval from the shareholders of the Company in this regard. 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 exchange.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 5 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 anyway, concerned or interested in the said resolution, except to the extent of their shareholdings, if any, in the Company.

Item No. 6

Re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 18th May, 2027 and to approve his remuneration

The existing tenure of Mr. Nishant Arya as Managing Director of the Company is expiring on 17th May, 2027 and therefore, the Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on 30th July, 2026 respectively have recommended the re-appointment of Mr. Nishant Arya as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company for a further period of three (3) consecutive years w.e.f. 18th May, 2027, subject to the approval of members, considering the skills, rich experience, performance and invaluable contribution made during his tenure as Managing Director of the Company. The Nomination and Remuneration Committee and the Board of Directors also approved the terms and conditions of the appointment of Mr. Nishant Arya.

Mr. Nishant Arya is a son of Mr. Surendra Kumar Arya, Non-Executive Chairperson of the Company. He is an MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics, UK.

Mr. Nishant Arya spearheaded the JBM Group initiative of diversification into bus manufacturing, renewables including Electric Vehicles and have an expanded experience in Development of R&D and Innovation.

Mr. Nishant Arya has also consistently demonstrated a strong commitment to our Company's values and mission. He has been a driving force in promoting Company's culture of innovation, collaboration, and accountability. His clear vision for our Company's future and driving new business verticals such as such as Electric Vehicles & Buses, EV Charging Infra, EV Aggregates, Engineering & Design, Renewable Energy, Artificial Intelligence, etc. would be helpful in developing and executing strategies that have allowed us to stay ahead of peers.

In recent years, the automotive industry has witnessed a paradigm shift towards sustainable and eco-friendly solutions, driven by a global commitment to reduce carbon emissions. One company at the forefront of this transformation is JBM Auto Limited, a key player in the Indian automotive sector.

Under guidance of Mr. Nishant Arya, the Company is poised to play a significant role in the Electric Vehicle (EV) revolution, particularly in the public transportation sector and JBM Auto Limited has successfully diversified its client base moving beyond orders solely from the central government to include orders from various state governments, Fortune 500 companies and also buyers from outside India. This diversification reflects a positive trend in the industry and positions the company for sustained growth.

In view of the rich experience and able leadership of Mr. Nishant Arya and his crucial role in steering ahead the Company, the Management believes that the re-appointment of Mr. Nishant Arya as the Vice Chairman & Managing Director is in the best interest of the Company.

Despite several challenges and opportunities over the years, he has also built strong relationships with our stakeholders and has been a key ambassador for our Company globally.

In compliance of the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to seek approval of members for the re-appointment of and for the remuneration payable to Mr. Nishant Arya as a Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company on the terms and conditions as mentioned in item No. 6 of the accompanying notice is being placed for your approval by way of a Special Resolution.

Mr. Nishant Arya satisfies all the conditions set out in Section 196(3) read with Part-I of Schedule V to the Act for being eligible for his re-appointment. Mr. Nishant Arya is not disqualified/ debarred from being re-appointed as a Managing Director in terms of Section 164 of the Act or by SEBI or any other authority and has given his consent to continue as a Managing Director of the Company. Further he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

A copy of draft letter of re-appointment of Mr. Nishant Arya as Managing Director (Key Managerial Personnel) designated as Vice-Chairman and Managing Director of the Company setting out the terms and conditions is available for inspection by members at the registered office of the Company on any of the working days, except Saturday & Sunday and other public holiday(s) between 09:00 A.M. (IST) to 05:00 P.M. (IST) from the date of dispatch of notice till the last date of remote e-voting.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor in the previous financial year and in the current financial year.

Since the remuneration proposed for Mr. Nishant Arya may be governed by the provisions of Section II of Part II of Schedule V to the Act, following information(s) is given with abundant caution:

I. General Information

1. **Nature of Industry:**

   The Company is engaged in the automotive business that manufactures and sells sheet metal components, tools, dies & moulds and buses including sale of spare parts, accessories & maintenance contract of buses.

2. **Date of commencement of commercial production:** 05.11.1996

3. **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Standalone Financial Performance based on given Indicators:**

   (₹ in Crores)

Particulars	FY ended 31st March, 2026	FY ended 31st March, 2025
Total Income	5467.52	4837.38
Profit before Tax	195.56	179.88
Finance Cost	170.63	162.82
Depreciation and amortization expenses	114.14	115.22
Tax Expense	47.49	45.90

5. **Foreign Investments and Collaborations:** The Company has entered into foreign collaborations with Yorozu Corporation.

II. Information about the Appointee:

1. **Background Details:** Mr. Nishant Arya is an MBA from the Bradford University, UK and Diploma Holder in Business Development & Strategy from London School of Economics, UK. Also, Mr. Arya has a vast experience in renewables including electric vehicles and have an expanded experience in development of R&D and Innovation.

2. **Past Remuneration:** ₹ 40,00,000 (Rupees Forty Lacs only) per month with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time and other terms and conditions as stated in earlier member resolutions dated 30.09.2021, 26.09.2022 and 30.03.2024

3. **Recognition or awards:** Under his leadership, JBM Auto Limited has been awarded New Product Development Excellence- Sheet Metal at VEC Annual Supplier Conference, 2025. Further JBM Auto Ltd, Pathredi was awarded Certificate of Appreciation by Honda Cars India Supplier Conference for spare parts Division. Mr. Nishant Arya conferred with the much coveted 'Hurun India Youth Series Awards 2026, recognising under-40 leaders shaping India's mobility and energy future and Hurun India Successors Awards, 2026.

4. **Job profile and Suitability:** Mr. Nishant Arya is Vice Chairman and Managing Director of the Company and has been associated with the Company since 2009 as a Director.

5. **Remuneration proposed:** Already mentioned in the resolution

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Nishant Arya as a Vice Chairman and Managing Director, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar senior level counterparts in other companies.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Besides the remuneration proposed to be paid to Mr. Nishant Arya, he does not have any other pecuniary relationship with the Company. Mr. Nishant Arya is a son of Mr. Surendra Kumar Arya, Non-Executive Chairperson of the Company.

III. Other Information: The Company does not envisage any loss during this tenure. However, the profits may remain inadequate for giving the proposed remuneration to Mr. Nishant Arya as the Company is in expansion stage. Further, the Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future years.

IV. Disclosures: The Complete information and disclosures of the remuneration package including commissions and other benefits to all managerial personnel of the Company have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration paid to Directors for the year ended 31st March, 2026.

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. Nishant Arya and Mr. Surendra Kumar Arya.

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**.

ITEM No. 7

Continuation of directorship of Mr. Praveen Kumar Tripathi (DIN: 02167497) as an Independent Director.

Mr. Praveen Kumar Tripathi (DIN: 02167497) was appointed as an Independent Director on the Board of the Company for a period of five (5) years and the same was approved by the Members of the Company at the Annual General Meeting of the Company held on 12th September, 2024.

As Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated 9th May, 2018 thereby introducing Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which inter-alia requires that no listed company shall continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Praveen Kumar Tripathi would attain the age of 75 years on December, 2027 and his appointment as Independent is valid till 11th September, 2029. Accordingly, in order to comply with the provisions of Regulations 17(1A) of the SEBI Listing Regulations, the Company is seeking prior approval of the Members through **Special Resolution.**

Mr. Praveen Kumar Tripathi (DIN: 02167497) is a retired IAS officer. Mr. Praveen Kumar Tripathi has held several senior administrative positions across the Government of India and the Government of NCT of Delhi. His distinguished career includes serving as Chief Secretary, NCT of Delhi; Principal Secretary to the Chief Minister; Chairman, Public Grievances Commission and Police Complaints Authority; and Joint Secretary, Ministry of Information & Broadcasting. He has also served as Deputy Commissioner in Arunachal Pradesh and as Director of the Total Literacy Campaign. With his extensive expertise in public policy and governance, Mr. Tripathi brings valuable insights and experience to the Board.

He is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director.

The Board is of the opinion that the rich experience and expertise of Mr. Praveen Kumar Tripathi help in broadening the overall expertise of the Board and his contribution in the strategic and business diversification areas is immensely beneficial to the Company.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 7 of the accompanying Notice for approval of the members by way of a **Special Resolution.**

Save and except Mr. Praveen Kumar Tripathi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out.

By **Order of the Board of Directors**

For **JBM Auto Ltd.**

Sd/-
Sanjeev Kumar
Company Secretary & Compliance Officer
M. No. ACS 18087

Date: 30th July, 2026
Place: Gurugram

NOTICE FOR SHAREHOLDERS/ INVESTORS FOR UNPAID/ UNCLAIMED DIVIDENDS

1. The Shareholders/ Investors of JBM Auto Limited are notified that in pursuance of the Section 124 of the Companies Act, 2013 and rules made there under, the Company is required to transfer amount of dividends that remain unclaimed/ unpaid for a period of seven (7) 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 thereunder.

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
2018-19	45%	15th October, 2026
2019-20	35%	16th January, 2027
2020-21	30%	5th November, 2028
2021-22	50%	1st November, 2029
2022-23	65%	18th October, 2030
2023-24	75%	14th October, 2031
2024-25	85%	12th October, 2032

3. The shareholders/ investors 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 10th July, 2026 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 to claim unclaimed dividend for the financial year 2018-19 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 2018-19 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:

   To

   Sanjeev Kumar

   Company Secretary & Compliance Officer

   JBM Auto Limited, Plot No. 133, Sector - 24, Faridabad - 121005, Haryana,

   Ph: 0129 - 4090200 | Email: secretarial.jbma@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.

   Shareholders may note that Securities and Exchange Board of India 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 secretarial.jbma@jbmgroup.com or admin@mcsregistrars.com. Shareholders are also requested to quote your Phone/ Mobile No. for faster communication while correspondence with the Company/ RTA.

7. SEBI vide its gazette notification(s)/ circular(s) dated 8th June, 2018, 30th November, 2018 and SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022, mandated that securities of listed companies can be transferred only in dematerialized form Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form including transmission and transposition requests. Members holding shares in 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.

By **Order of the Board of Directors**
For **JBM Auto Ltd.**

Sd/-
Sanjeev Kumar
Company Secretary & Compliance Officer
M. No. ACS 18087

Date: 30th July, 2026
Place: Gurugram

Dividend for the Financial Year 2025-26 - Tax Deduction at Source (TDS) on Dividend

As per the Income Tax Act, 2025 (the Act), dividend paid and distributed by a Company is taxable in the hands of shareholders. The Company shall, therefore, be required to deduct taxes at source (TDS) at the time of making payment of the dividend, if approved by the Shareholders at this AGM.

Shareholders are requested to ensure that their bank account details in their respective demat accounts/physical folios are updated, to enable the Company to make timely credit of dividend in their bank accounts.

The tax deduction rates would vary depending on the residential status of the shareholders, documents submitted by the shareholders and accepted by the Company. This communication provides a brief of the applicable Tax Deduction at Source (TDS) provisions under the Act for Resident and Non-Resident Shareholder categories.

If there is any change in the information, you are requested to update your records such as tax residential status, PAN and register your e-mail address, mobile numbers and other details with your relevant depositories through your depository participants in case you are holding shares in dematerialized form and if you are holding shares in physical mode, you are requested to furnish details to MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company ('RTA'). The records may please be updated before the record date (i.e. September 9th 2026) to ensure correct deduction of tax, if applicable.

This communication provides a brief on the applicable Tax Deduction at Source ('TDS') provisions under the Act for Resident and Non-Resident shareholder categories. ***The details including the required forms/declarations are available on the website of the Company at:*** https://jbmbuses.com/jbm-auto-ltd/

I. For Resident Shareholders

Category of Shareholders	Applicable Rate	Applicability and documents required
Resident Individuals having valid PAN	10%	(a) No tax shall be deducted on the dividend payable to resident individuals if: (i) Total dividend amount to be received by them during the tax year 2026-27 does not exceed ₹ 10,000/- or (ii) The shareholder provides **Form 121 - Part A** (applicable to Individuals below and above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form, if the prescribed requirements under the Act are not fulfilled. The template of Form 121 - Part A may be download from website of the Company at: https://jbmbuses.com/jbm-auto-ltd/

<table>
<tr><th>Category of Shareholders</th><th>Applicable Rate</th><th>Applicability and documents required</th></tr>
<tr><td></td><td></td><td>(iii) Exemption certificate is issued by the Income tax department, if any.

(b) In case, shareholders provide certificate under section 395(1) of the Act, for lower/NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy to the Company.

(c) Depositories have enabled mechanism for electronic submission and simplified the process for submitting Form 121 - Part A for resident shareholders holding shares in dematerialized form. The form can be submitted through your Depository i.e. Central Depository Services (India) Limited (CDSL) or National Securities Depositories Limited (NSDL) for all demat holdings linked to your PAN. In such cases, there is no requirement to submit the form separately to the Company or Registrar and Transfer Agent.

The details for submission of Form 121 - Part A through CDSL and NSDL are as under:

<table>
<tr><th>Particulars</th><th>CDSL</th><th>NSDL</th></tr>
<tr><td>Submission platform</td><td>CDSL Electronic submission platform</td><td>SPEED-e Mobile App or IDeAS</td></tr>
<tr><td>Web link to access</td><td>https://www.cdsl india.com/Form 121</td><td>1. Visit the NSDL portal and register for NSDL e-Services (IDeAS), if not already registered.
https://eservices.nsdl.com/HomeLogin.
2. Upon successful registration, log in as a SPEED-e Users.
3. From the left-hand menu, select “Form 121-Part A submission”, enter the required details, and submit the form.</td></tr>
</table>
</td></tr>
<tr><td>Resident Individuals not having PAN/ discrepancy in PAN</td><td>20%</td><td>In case, shareholders do not have PAN/ invalid PAN/PAN is not linked with Aadhar/not registered their valid PAN details in their account, TDS at a higher rate of 20% shall be applicable as per section 397(2) of the Act.</td></tr>
<tr><td>Resident Non-Individuals</td><td>Nil</td><td>(a) Insurance Companies: Self declaration that it qualifies as ‘Insurer’ as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary (equity) shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/LIC/GIC

(b) Mutual Funds: Self-declaration that it is registered with SEBI and is qualifying for exemption under Schedule VII [Table: Sl. No. 20 or 21] to section 11 of the Act, along with self-attested copy of PAN card and certificate of registration with SEBI.

(c) Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Schedule V [Table: Sl. No. 1] to section 11 of the Act, and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

(d) New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Schedule VII [Table: S. No. 40] to section 11 of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

Template of self-declaration may be download from website of the Company at: https://jbmbuses.com/jbm-auto-ltd/

(e) Other non-individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.</td></tr>
</table>

Category of Shareholders	Applicable Rate	Applicability and documents required
		(f) In case shareholders provide certificate under section 395(1) of the Act for lower/NIL withholding of taxes, rate specified in the said certificate shall be considered on submission of self-attested copy of certificate to the Company.

II. For Non-resident Shareholders

Category of Shareholders	Applicable Rate	Applicability and documents required
Non - residents	20%	**As per domestic tax law:** Taxes are required to be withheld in accordance with the provisions of section 393(2) [Table Sl. No 17] read with section 207(1) [Table Sl. No. 1] of the Act. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable. In case non-resident shareholders provide a certificate issued under section 395(1) of the Act for lower/NIL withholding of taxes, rate specified in the said certificate shall be considered. **As per Double Tax Avoidance Agreement (DTAA):** As per Section 159 of the Act, the non-resident shareholder has the option to be governed by the provisions of the DTAA between India and country of tax residence of the shareholder, if they are more beneficial to them. In order to avail the DTAA benefit, the non-resident shareholders are required to submit the following: i. Self-attested copy of Tax Residence Certificate ('TRC') (for the Tax year April 1, 2026 to March 31, 2027) obtained from the tax authorities of the country of which the shareholder is a resident. ii. Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Form 41 online at the link https://eportal.incometax.gov.in/ to avail the benefit of DTAA (for the Tax year April 1, 2026 to March 31, 2027). iii. Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (for the Tax year April 1, 2026 to March 31, 2027). Self-declaration may be download from website of the Company at: https://jbmbuses.com/jbm-auto-ltd/ iv. In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate. v. Self-attested copy of the PAN card allotted by the Income tax authorities. vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement. **Note:** 1. It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions prescribed in DTAA. 2. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

Category of Shareholders	Applicable Rate	Applicability and documents required
Global Depository Receipt (GDR) Holders	10%	(a) Taxes shall be withheld at 10% (including surcharge and cess as applicable) in accordance with the provisions of section 393(2) [Table Sl. No 13] of the Act. In such case, a self-attested copy of the PAN card is required. (b) In case no PAN details are made available, tax will be deducted at 20% plus applicable surcharge and cess.

The following provisions under the Act shall also be considered to determine the applicable TDS rate:

A. Declaration under Rule 203

In terms of Rule 203 of the Income Tax Rules 2026, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

B. For shareholders having multiple accounts under different status / category:

Shareholders holding Ordinary (equity) Shares of the Company under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Accordingly, to enable us to determine the appropriate withholding tax rate applicable, we request you to provide these details and documents as mentioned above, **on or before Wednesday, September 9th 2026** (record date for determining eligible members for payment of dividend). Any documents submitted after September 9th 2026 will be accepted at sole discretion of the Company.

PAYMENT OF DIVIDEND

The dividend for FY2025-26 on Ordinary (equity) Shares of the Company, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as mentioned in the earlier paragraphs. The payment will be made in electronic mode only.

SUBMISSION OF TAX RELATED DOCUMENTS:

The documents must be mailed at: admin@mcsregistrars.com. or helpdeskdelhi@mcsregistrars.com or secretarial.jbma@jbmgroup.com on or before Wednesday, September 9, 2026 to enable the Company to determine the appropriate withholding tax rate applicable. Any communication on the tax determination/deduction received post Wednesday, September 9th 2026 shall not be considered.

Documents sent to any other email ids may lead to non-submission of documents and attract TDS as per the provisions of the Act.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

The tax credit can also be viewed in Form by logging in with your credentials (with valid PAN) at TRACES https://www.tdscpc.gov.in/app/login.xhtml or the e-filing website of the Income Tax department of India https://www.incometaxindiaefiling.gov.in/home