

JMA/CSCors/2022-23/dt: 01st August, 2022

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai – 400 051



Sub: **NOTICE OF 73RD ANNUAL GENERAL MEETING, BOOK CLOSURE, E-VOTING INFORMATION AND CALENDAR OF EVENTS**

Name of the Company	Jullundur Motor Agency (Delhi) Limited
Symbol	JMA
ISIN	INE412C01023

I) ANNUAL GENERAL MEETING AND DISPATCH OF E-MAIL OF ANNUAL REPORT

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and/or any other applicable provisions of the Companies Act, 2013 and also, with reference to the captioned subject, Notice is hereby given that the Seventy Third (73rd) Annual General Meeting (“AGM”) of the members of Jullundur Motor Agency (Delhi) Limited (“the Company”) will be held on **Thursday, 25th August, 2022 at 11:00 A.M.** through Video Conferencing (VC) and/or Other Audio Visual Means (OAVM) for which purpose the registered office of the Company situated at 458-1/16, Sohna Road, Opposite New Court, Gurugram – 122001, Haryana, INDIA, shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to have taken place thereat, Notice of AGM is enclosed herewith as “Annexure - I”.

It is to further inform that in view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, followed by Circular No. 2/2022 dated 05th May, 2022, issued by the Ministry of Corporate Affairs read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 respectively and owing to the difficulties involved in dispatching of physical copies of the financial statements alongwith Board’s Report, Auditor’s report and other documents required to be attached therewith (together referred to as “73rd Annual Report”) and Notice of AGM are being sent in electronic mode to the members, directors, statutory auditors, secretarial auditors and other stakeholders of the Company whose e-mail address is registered with the Company/RTA or the Depository Participant(s).

II) BOOK-CLOSURE:

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules made thereunder and Regulation 42 and any other regulations, if applicable, of Listing Regulations, the Register of Members and the Share Transfer books of the Company shall remain closed from **Friday, 19th August, 2022 to Thursday, 25th August, 2022 (both days inclusive)** for the said AGM.

III) E-VOTING AND SCRUTINIZER:

Pursuant to the provisions Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to provide facility of remote e-voting and e-voting during the AGM to its members enabling them to cast their votes electronically for all the resolutions as set out in the Notice of AGM. EVSN No. for e-voting is **220715001**.

The Company has availed the e-voting services as provided by Central Depository Services (India) Limited (“CDSL”). M/s Vijay K. Singhal & Associates, Company Secretaries, New Delhi (Shri Vijay K. Singhal, Proprietor), have been appointed as scrutinizer for conducting the e-voting process in a fair and transparent manner.

REGD. OFFICE : 458-1/16, Sohna Road, Opp. New Court, Gurgaon-122 001 Haryana India
Phone : 91-124-3019210-211, 4233867-870 Email : info@jmaindia.com Website : www.jmaindia.com
ADMN. OFFICE : 2E/5, Jhandewalan Extn., New Delhi-110055
CIN : L35999HR1998PLC033943

IV) PERIOD OF E-VOTING

The e-voting period will commence from **Monday, 22nd August, 2022 at 09:00 A.M. and will end on Wednesday, 24th August, 2022 at 05:00 P.M.** The e-voting module shall be disabled by CDSL, for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be as per the number of equity shares held by the members as on the cut-off date i.e. **Thursday, 18th August, 2022.**

Members who will be present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

V) CUT-OFF DATE

Cut-off date for determining entitlement of members for e-voting and payment of Final Dividend, if declared, is **Thursday, 18th August, 2022.**

VI) NOTICE AND ANNUAL REPORT ON WEBSITE OF THE COMPANY

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, Notice of AGM and 73rd Annual Report, are also available on Company's website www.jmaindia.com, links of which are as under:-

a) Notice of AGM:

<https://drive.google.com/file/d/1XtTKCPIE75CfbLTQFhGdjstcoJo1llvS/preview?rm=minimal>; and

b) Annual Report:

https://drive.google.com/file/d/1qxFi8zB1hbfAdexoVed0_UWOb7fPLWL8/preview?rm=minimal

VII) CALENDAR / SCHEDULE OF EVENTS IS AS UNDER:

S.No.	Particulars	Dates
1.	73rd Annual General Meeting	Thursday, 25th August, 2022 at 11:00 A.M.
2.	Cut-off date	Thursday, 18th August, 2022
3.	Book Closure Period for the purpose of AGM	Friday, 19th August, 2022 to Thursday, 25th August, 2022 <i>(Both days inclusive)</i>
4.	E-Voting Period	Monday, 22nd August, 2022 (9:00 AM) to Wednesday, 24th August, 2022 (5:00 PM)

This is for your information and record.

Aforesaid disclosures/intimation/corporate actions are being made in terms of the provisions of the Companies Act, 2013, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Thanking you,
Yours faithfully

For **Jullundur Motor Agency (Delhi) Limited**




Ramkesh Pal
(Company Secretary & Compliance Officer)

Encl: As Above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Seventy Third (73rd)** Annual General Meeting (“AGM”) of the members of **Jullundur Motor Agency (Delhi) Limited** will be held on Thursday, the 25th day of August, 2022 at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for which purpose the registered office of the Company situated at 458-1/16, Sohna Road, Opposite New Court, Gurugram – 122001, Haryana, INDIA, shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to have taken place thereat, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the Financial Year ended as on that date together with the Report of Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Balance Sheet as at 31st March, 2022, the Consolidated Statement of Profit and Loss for the Financial Year ended as on that date together with the Report of Auditors thereon.

2. To declare dividend on equity shares for the financial year ended 31st March, 2022.

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

“**RESOLVED THAT** dividend of ₹ 02/- (Two Rupees only) per equity share of ₹ 02/- (Two Rupees Only) each fully paid-up of the Company (i.e. 100% of ₹ 02/- each fully paid-up equity share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2022.”

3. To appoint a Director in place of Shri Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Sanjeev Kumar (DIN: 00094725), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Statutory Auditors of the Company and fix their remuneration for a second term of five years.

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

“**RESOLVED THAT** pursuant to Section 139, 143(1) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Aiyar & Co., Chartered Accountants (Firm Registration No. 001174N), be and are hereby appointed as Statutory Auditors of the Company for a second term of 5 (five) years to hold the office from the conclusion of 73rd Annual General Meeting till the conclusion of 78th Annual General Meeting of the Company, on such remuneration and reimbursement of out of pocket expenses and other applicable taxes as may be recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

6. **To consider the continuation of appointment and revision in salary of Smt Aditi Arora Malik, holding office or place of profit.**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the members of the Company, be and is hereby accorded for continuation of appointment of Smt Aditi Arora Malik (Granddaughter of Shri Virat Sondhi, Non-Executive Director, Daughter of Shri Deepak Arora & Smt Shuchi Arora, Non-Executive Directors and wife of Shri Varoon Malik, Chief Executive Officer) as President of the Company for a further period of 3 Years, on the following terms & conditions:

i)	Term of Appointment	From 01st October, 2022 to 30th September, 2025
ii)	Remuneration a) Basic Salary b) House Rent Allowance c) Increments/ Pay Grade	₹ 3,25,000/- per month; @ 50% of Basic Salary; ₹ 3,25,000/- - ₹ 30,000/- - ₹ 3,85,000/- (Annually)
iii)	Performance Bonus	As per policy of the Company, subject to the approval of Nomination and Remuneration Committee and the Board;
iv)	Perquisite/Allowances	<ul style="list-style-type: none"> - Contribution in Provident Fund as per policy of the Company; - Reimbursement of Medical Expenses, with a maximum limit of one month's Basic Salary; - A car with a chauffeur; - Leave encashment as per Company's policy; and - Gratuity & other benefits as available to other senior executives
v)	Other terms & Conditions	All other terms and conditions of employment shall remain the same as applicable to any other senior executives

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and any Committee thereof be and are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

7. Approval of payment of honorarium to Shri Virat Sondhi, a single Non-executive Director, in excess of the limit of 50% of the total annual remuneration payable to all Non-executive Directors.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder or any amendment(s) thereto or modification(s) or re-enactments thereof for the time being in force read with Regulation 17 (6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other Regulation, if applicable, as amended, consent and approval of the members of the Company, be and is hereby accorded, by way of special resolution, for payment of honorarium to Shri Virat Sondhi (DIN: 00092902), a Non-executive Director and also to hold the office or place of profit, remuneration in respect of which exceeds 50% of the total annual remuneration payable to all Non-executive directors, over and above the usual sitting fees for attending meetings of the Board and Committees thereof, for such period, as the Board of Directors of the Company may, from time to time, decide, on the following terms and conditions:

1.	Tenure	01st October, 2022 to 30th September, 2023
2.	Honorarium	₹ 3,00,000/- (Rupees Three Lakhs Only) Per Month
3.	Perquisites/Allowances	<ul style="list-style-type: none"> - Reimbursement of Medical expenses to the extent of ₹ 3,00,000/- per annum for self and family; and - One Car with chauffeur for personal and official use <p>Explanation: Value of aforesaid Perquisites/Allowances shall be calculated and considered as per respective/applicable provisions of the Income Tax Act, 1961 and/or Companies Act, 2013 read with rules and/or regulations made thereunder.</p>
4.	Reimbursement of Expenses	Reimbursement of any other expenditure incurred by him in connection with the business of the Company
5.	Ceiling Limit	Subject to the provisions of Section 188, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other regulation, if applicable, and Articles of Association of the Company, the overall honorarium and perquisites allowable to Shri Virat Sondhi shall not exceed 3% of Net Profits of the Company in any case without the approval of shareholders in General Meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company and any Committee thereof be and are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

8. To consider the continuation of term of appointment of Shri Ranjit Puri (DIN: 00052459).

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

“RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, Shri Ranjit Puri (DIN: 00052459), a Non-Executive Director of the Company, whose office is liable to retire by rotation at this Annual General Meeting as per the provisions of the Companies Act, 2013 and whose continuation in office with effect from this Annual General Meeting requires approval of shareholders by way of special resolution being more than 75 years of age, consent and approval of members of the Company be and is hereby accorded to continue the appointment of Shri Ranjit Puri as a Non-executive Director of the Company and to hold the office for his remaining term with effect from conclusion of this Annual General Meeting.”

Place: Gurugram

Date: 28th May, 2022

By order of the Board of Directors of
Jullundur Motor Agency (Delhi) Limited

Jullundur Motor Agency (Delhi) Limited
Regd. Off.: 458-1/16, Sohna Road,
Opp. New Court, Gurugram – 122001, Haryana
CIN: L35999HR1998PLC033943
Email id.: info@jmaindia.com
Website: www.jmaindia.com

Sd/-
Ramkesh Pal
Company Secretary
(Membership No.: A40120)

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses as set out above to be transacted at 73rd AGM is annexed hereto and forms part of this Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed hereto under Note No. 26 and form part of this Notice.
3. In view of continuing extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, followed by Circular No. 2/2022 dated 05th May, 2022, issued by the Ministry of Corporate Affairs, as amended from time to time, and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) on 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively (hereinafter collectively referred to as the “Circulars”), physical attendance of the Members at AGM venue is not required and AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The Members desiring to attend the Meeting through VC/OAVM and/or vote through electronic mode may refer to the detailed procedure given under Note No. 24.

Since the AGM is being conducted through VC/OAVM, the Route Map, Proxy form and attendance slip are not annexed to this Notice.

4. Pursuant to the above circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM as the meeting is being conducted through VC/OAVM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.
5. Corporate Members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting. The said Resolution/Authorization be sent to the Scrutinizer at pcsvijaysinghal1@gmail.com and the Company at the email address info@jmaindia.com.

6. The attendance of the Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
7. In compliance with the above Circulars and owing to the difficulties involved in dispatch of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report 2021-22) and Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company/RTA or the Depository Participant(s). Notice of AGM and the Annual Report for the Financial Year 2021-22 are also available on the Company's website i.e. www.jmaindia.com and may also be accessed from the relevant section of the website of the National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also available on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp>
All documents referred to in the notice are also available electronically for inspection by writing to the Company at its email ID info@jmaindia.com till the date of the meeting. Members desiring any information in regard to the financial statements / accounts are requested to write to the Company at info@jmaindia.com at an early date so as to enable the management to keep the information ready at the AGM. Detailed procedure to raise questions/seek clarifications with respect to accounts is given under note 25.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with respective rules made thereunder, the companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company/RTA or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
9. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at CDSL e-Voting system.
10. The Members can join the AGM through VC/OAVM mode, 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. In case of joint holders attending the Meeting, only first shareholder will be entitled to vote at AGM. Individual shareholders holding shares in the Company, singly or jointly, may nominate an individual to whom all the rights in the shares in the Company shall vest after his/her or their death.
12. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
13. The Register of Members and Share Transfer Books of the Company shall remain close during the Book Closure period i.e. from Friday, 19th August, 2022 to Thursday, 25th August, 2022 (both days inclusive). The Company has fixed Thursday, 18th August, 2022 as the 'Cut-off Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
14. Payment of final dividend, as recommended by the Board of Directors, if approved at the AGM, subject to deduction of tax at source, will be made as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialized form - as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Thursday, 18th August, 2022.
 - ii. to all Members in respect of shares held in physical form - after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, 18th August, 2022. Dividend, if approved at the AGM, will be paid within 30 days from the date of the AGM.
15. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and

amendments thereto. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor@masserv.com till 05:00 PM (IST) on Thursday, 18th August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

16. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- a) PAN, using form ISR-1;
- b) Nomination in Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- c) Contact details including Postal address with PIN code (in case of change of address), Mobile Number, E-mail address;
- d) Bank Account details including Bank name and branch, Bank account number, MICR code & IFS code (using form ISR-1);
- e) Specimen signature (using form ISR-2).
- f) Any cancellation or change in nomination shall be provided in Form No. SH-14.

All of above required documents/details are to be submitted to RTA of the Company. The shareholders can download the above mentioned forms from the 'Download' section available on the Company's website under Investor head and is also available on the website of the RTA at <https://www.masserv.com/downloads.asp>.

A separate communication has also been sent to the respective shareholders.

17. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company or MAS Services Limited i.e. Registrar and Transfer Agent. Such requests for consolidation of share certificates shall be processed in dematerialized form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the 'Download' section available on the Company's website under Investor head and is also available on the website of the RTA at <https://www.masserv.com/downloads.asp>.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing 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. The said form can be downloaded from the 'Download' section available on the Company's website under Investor head and is also available on the website of the RTA at <https://www.masserv.com/downloads.asp>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

20. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities shall be processed only in dematerialized form. In view of the same and 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 or its RTA, for assistance in this regard.
21. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, unclaimed dividend and Equity Shares, in respect of which dividend has not been claimed upto the Financial Year ended 31st March, 2015, had been transferred into the Investor Education and Protection Fund established by the Central Government ("IEPF").

The members / claimants whose shares and / or unclaimed dividend(s) amount had been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The member / claimant can file only one consolidated claim in a Financial Year as per IEPF Rules.

Members should write to the Company if their dividend warrants for the Financial Year ended on 31st March, 2016, or any subsequent financial year(s), have not been en-cashed/claimed.

22. Pursuant to Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 18th August, 2022 i.e. the date prior to the commencement of book closure date are entitled to vote on the resolutions set forth in this Notice. The remote e-voting period will commence at 9:00 a.m. on Monday, 22nd August, 2022 and will end at 5:00 p.m. on Wednesday, 24th August, 2022. The Company has appointed M/s Vijay K. Singhal & Associates, Company Secretaries, to act as the Scrutinizer, to conduct the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
23. In compliance with the provisions of Regulation 44 of the Listing Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 73rd Annual General Meeting (AGM) held through Video Conferencing by Electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Members desiring to vote through electronic mode at the Meeting may refer to the detailed procedure and guidelines on e-voting during Annual General Meeting given hereunder.

24. INSTRUCTION FOR REMOTE E-VOTING, JOINING OF AGM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS AND E-VOTING DURING THE AGM

The remote e-voting period will commence on Monday, 22nd August, 2022 at 09:00 A.M. and will end on Wednesday, 24th August, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, 18th August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 18th August, 2022.

The way to vote electronically on CDSL e-voting system consist of 'Two Steps' which are mentioned herein below:

STEP I: ACCESS TO CDSL E-VOTING SYSTEM

(i) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. The menu will have links of e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME. Click on CDSL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 224 430

(ii) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE AND SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and in Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON CDSL E-VOTING SYSTEM

- (i) After successful login on CDSL e-voting system, click on the EVSN for “Jullundur Motor Agency (Delhi) Limited” (EVSN: 220715001)
- (ii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (iii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (iv) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(viii) Facility for Non - Individual Shareholders and Custodians -Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address info@jmaindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/RTA:

1. For Physical shareholders- Kindly follow the instructions given in Note no. 16.
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to investor@masserv.com

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any votes are casted by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes casted by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR JOINING MEETING THROUGH VC / OAVM:

- (i) To join the meeting, the shareholders should access to CDSL e-voting system by following the steps explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

- | | |
|-------------------------------|--|
| In the "Name" field | - Put your name. |
| In the "last name" field | - Enter your folio no./DP ID - CL ID as informed in e-mail |
| In the "Email ID" field | - Put your email ID |
| In the "Event password" field | - Put the password as "cdsl@1234" |

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
 - Windows 10
 - I3
 - Microphone, speaker
 - Internet speed minimum 700 kbps
 - Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- Please download webex application from play store

NOTE:

- It is advisable to login beforehand at e-voting system as explained in e-voting instructions above to be familiar with the procedure, so that you do not face any trouble while logging-in during the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

25. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ACCOUNTS

- i. As the AGM is being conducted through VC/OAVM, members are encouraged to express their views/send their queries in advance mentioning their name, DP Id and Client Id / Folio No., e-mail id, mobile number at info@jmaindia.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Saturday, 20th August, 2022 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- ii. Members who would like to express their views or ask questions during the AGM may register themselves as

a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at info@jmaindia.com on or before Saturday, 20th August, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.

- iii. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

26. Particulars of Directors seeking appointment / re-appointment in this Annual General Meeting:

S. No.	1	2
Name of the Director	Ranjit Puri	Sanjeev Kumar
Category / Designation	Non-executive Director	Non-executive Director
Director Identification Number (DIN)	00052459	00094725
Date of Birth	04/03/1940	20/08/1955
Father's Name	Lt. D. D. Puri	Lt. Surinder Mohan Kumar
Date of 1st Appointment	28/05/2005	30/04/2008
Shareholding	Nil	Nil
Relationship with other Directors & KMP	Father in law of Smt. Tanu Priya Puri	Nil
Experience	More than 54 Years	More than 35 Years
Educational Qualification	B. Sc. in Industrial Management from Massachusetts Institute of Technology, USA	B. Tech – IIT Delhi, MBA
Number of meeting(s) attended in last Financial Year@	5	5
Last Remuneration Withdrawn*	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Other Directorship#	1. The Yamuna Syndicate Limited; 2. ISGEC Heavy Engineering Limited; 3. Saraswati Sugar Mills Limited; 4. ISGEC Engineering & Projects Limited	Nil
Committee Membership@	Nil	Nil

Excluding Private Companies, Foreign Companies, Section 8 Companies and Alternate Directorship.

@Includes only Audit Committee and Shareholders'/Stakeholders' Relationship Committee.

* Excluding Sitting Fee paid for attending the meeting of Board of Directors and its Committees.

27. Particulars of Director seeking approval for payment of honorarium in this Annual General Meeting:

Name of the Director	Virat Sondhi
Category / Designation	Non-executive Director
Director Identification Number (DIN)	00092902
Date of Birth	01/07/1938
Father's Name	Late N S Sondhi
Date of 1st Appointment	01/11/1967
Shareholding	56,95,020 Equity Shares (24.93%)
Relationship with other Directors & KMP	Father-in-law of Shri Deepak Arora; and Father of Smt. Shuchi Arora

JULLUNDUR MOTOR AGENCY (DELHI) LIMITED

(CIN : L35999HR1998PLC033943)



Experience	More than 56 Years
Educational Qualification	Intermediate
Number of meeting(s) attended in last Financial Year@	13 (Including Committee Meetings)
Last Remuneration Withdrawn*	₹ 28.09 Lakhs
Remuneration sought to be paid	Refer Item No. 7 of Notice of AGM
Other Directorship#	1. JMA Marketing Limited 2. Jullundur Auto Sales Corporation Limited; and 3. ACL Components Limited
Committee Membership@	Audit Committee - Member;

Excluding Private Companies, Foreign Companies, Section 8 Companies and Alternate Directorship.

@Includes only Audit Committee and Shareholders'/Stakeholders' Relationship Committee.

* Including Sitting Fee of ₹ 1.70 Lakhs for attending the meeting of Board of Directors and its Committees.

Annexure to Notice of Seventy Third (73rd) Annual General Meeting

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 5

M/s Aiyar & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 68th Annual General Meeting ("AGM") held on 28th September, 2017 for a period of 5 years, up to the conclusion of 73rd AGM. M/s Aiyar & Co. are eligible for re-appointment for a further period of 5 years.

M/s Aiyar & Co. have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the rules made thereunder. M/s Aiyar & Co. have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the ethical requirements relevant to audit.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s Aiyar & Co., Chartered Accountants, bearing firm registration No. 001174N, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 73rd AGM till conclusion of 78th AGM of the Company, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

The terms and conditions of re-appointment of the statutory auditors and the proposed fees are as follows:

Credentials:

M/s Aiyar & Co. is an old and established chartered accountancy firm duly registered with the ICAI, having been set up in the year 1959. The firm is head quartered in Gurugram, Haryana, INDIA with its operations adequately supported by qualified professionals and staff. M/s Aiyar & Co. is a multi-disciplinary Audit Firm catering to the need of various clients in diverse sectors. The firm holds the 'Peer Review' certificate as issued by the ICAI.

Term of Appointment: 5 years from the conclusion of this 73rd AGM till the conclusion of 78th AGM.

Proposed Fees: M/s Aiyar & Co. were paid a fee of ₹ 8,25,000/- for conducting the audit including limited review for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term would be commensurate with the services to be rendered by them during the said tenure. The proposed fees would be based on time and efforts required to be put in by them. The fees for services in the nature of statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The fee payable to auditor would be excluding applicable taxes and reimbursement of out of pocket expenses.

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

The Board of Directors recommends the resolution set out at Item No. 5 for approval of the members by way of **Ordinary Resolution**.

Item no. 6

As per Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in the event of payment of monthly remuneration exceeding ₹ 2,50,000/- (₹ Two Lakh Fifty Thousand only) per month to a related party who is appointed at office or place of profit in the Company, prior approval by way of shareholders' resolution is required.

Smt Aditi Arora Malik has been serving in the capacity of President since October, 2016. As the President of the Company, she is responsible for affairs of Marketing and Human Resource departments in entirety. She is presently withdrawing ₹ 2,75,000/- as basic salary from the Company. She is getting other benefits, allowances and perquisites available to other employees of same cadre as per Company's policy and shareholders' approval obtained at the 70th Annual General Meeting of the Company held on 27th September, 2019, for a period of 3 years commencing from 1st October, 2019 to

30th September, 2022. She is wife of Shri Varoon Malik, Chief Executive Officer, grand-daughter of Shri Virat Sondhi, Non-Executive Director and daughter of Shri Deepak Arora & Smt Shuchi Arora, Non-Executive Directors of the Company.

She is a dynamic executive and takes very keen interest in the business and is acting as President of the Company. She is also a Non-Executive Director on the Board of JMA Marketing Limited (Material Subsidiary), ACL Components Limited (Associate), Jullundur Auto Sales Corporation Limited (Associate) and JMA E-Comm Private Limited. Your directors are fully confident that her continuance as president would provide accelerated value to the Company.

As the aforesaid approval of shareholders for payment of remuneration to Smt. Aditi Arora Malik will expire on 30th September, 2022, considering her performance and experience of working with the Company for more than 12 years, the Board of Directors has, on the recommendation of Nomination and Remuneration Committee and also, on prior approval of Audit Committee, at their respective meetings held on 27th May, 2022 and 28th May, 2022, unanimously approved and recommended for approval of the Shareholders, the continuation of appointment and revision in salary of Smt. Aditi Arora Malik on terms and conditions as given below: -

i)	Term of Appointment	From 01st October, 2022 to 30th September, 2025
ii)	Remuneration a) Basic Salary b) House Rent Allowance c) Increments/ Pay Grade	₹ 3,25,000/- per month; @ 50% of Basic Salary; ₹ 3,25,000/- - ₹ 30,000/- - ₹ 3,85,000/- (Annually)
iii)	Performance Bonus	As per policy of the Company, subject to the approval of Nomination and Remuneration Committee and the Board;
iv)	Perquisite/Allowances	- Contribution in Provident Fund as per policy of the Company; - Reimbursement of Medical Expenses, with a maximum limit of one month's Basic Salary; - A car with a chauffeur; - Leave encashment as per Company's policy; and - Gratuity & other benefits as available to other senior executives
v)	Other terms & Conditions	All other terms and conditions of employment shall remain the same as applicable to any other senior executives

Details of the proposed RPT required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

S. No.	Description	Details of proposed RPT
1	Summary of information provided by	the Management to the Audit Committee for approval of the proposed RPT
(a)	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Smt. Aditi Arora Malik- President (HR & Marketing) Smt. Aditi Arora Malik is part of the Promoter Group of the Company. She is grand-daughter of Shri Virat Sondhi, Non-Executive Director, Daughter of Shri Deepak Arora & Smt Shuchi Arora, Non-Executive Directors and wife of Shri Varoon Malik, CEO of the Company. She is also a Non-Executive Director on the Board of JMA Marketing Limited- Material Subsidiary, ACL Components Limited and Jullundur Auto Sales Corporation Limited, Associate Companies.

(b)	Type, material terms, monetary value and particulars of the proposed RPT	Type/ Nature of Transaction	Continuation of appointment to office or place of Profit		
		Duration	3 years (w.e.f. 01st October, 2022 to 30th September, 2025)		
		Particular/Material Terms			
		Particulars	PM/PA	Amount In ₹	
		Basic Salary	PM	₹ 3,25,000/- - ₹ 30,000/- - ₹ 3,85,000/-	
		HRA	PM	50% of Basic Salary	
		Performance Bonus	PA	As per policy of the Company, subject to the approval of Nomination and Remuneration Committee and the Board	
		<ul style="list-style-type: none"> - Contribution in Provident Fund as per policy of the Company; - Reimbursement of Medical Expenses, with a maximum limit of one month's Basic Salary; - A car with a chauffeur; - Leave encashment as per Company's policy; - Gratuity & other benefits as available to other senior executives 			
Notice Period	3 Months or Salary in lieu thereof				
Other Terms & Conditions	All other terms and conditions of employment shall remain same as applicable to any other senior executive.				
(c)	The percentage of the value of the proposed transaction to Company's annual consolidated turnover, for the immediately preceding financial year	0.16%			
2	Justification for the proposed RPT	Smt. Aditi Arora Malik has vast experience in Management. She has 12 years of experience of handling HR and Marketing Department of the Company and is well versed with the functioning of automobile industry. Considering her respective skill set and experience in project and people management, the Management is of the opinion that her association with the company will accelerate value creation to the Company.			
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	NA			
4.	Manner of determining the price or other commercial terms	As per Industry Norms & Practices			
5.	Any other information relevant or important for the Shareholders	NA			

Except Smt. Aditi Arora Malik, being the appointee, Shri Virat Sondhi, Shri Deepak Arora and Smt. Shuchi Arora, Non-Executive Directors, Shri Varoon Malik, Chief Executive Officer, Ms. Aashna Arora, President – A&F, being relatives of Smt. Aditi Arora Malik, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice, to the extent of directorship and / or their respective shareholding, as the case may be, in the Company. As required under the SEBI Listing Regulations, 2015, all the persons concerned or interested in the resolution set out at Item No. 6 of the Notice shall abstain from voting on the resolution.

The Board of Directors recommends the resolution set out at Item No. 6 for approval of the members by way of **Ordinary Resolution**.

Item no. 7

Shri Virat Sondhi is a Promoter and Non-executive Director (Ex-MD) of the Company. Shri Virat Sondhi is having more than 5 (Five) decades of industry experience in the field of distribution of auto spare parts and automobiles industry.

Under the dynamic leadership, stewardship and vision of Shri Virat Sondhi in past more than five decades the Company has achieved the distinction of becoming one of the leading distribution houses of spare parts in automobile industry in the Country.

The Board of Directors in last two years, at its meeting approved the payment of honorarium to Shri Virat Sondhi, Chairman - Emeritus, Non-executive Director of the Company, on yearly basis commencing from 01st October of every year to 30th September of the following year, which were duly approved by the shareholders in the Annual General Meeting(s) held from time to time.

Since the term of approval for payment of honorarium to Shri Virat Sondhi, Chairman - Emeritus, is going to expire on 30th September, 2022 and the value of annual remuneration / honorarium to Shri Virat Sondhi, a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors, as prescribed under the Regulation 17 (6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company requires prior approval of shareholders by way of passing of a Special Resolution in General Meeting for the payment of honorarium to Shri Virat Sondhi w.e.f. 1st October, 2022.

Also, as per Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in the event of payment of monthly remuneration exceeding ₹ 2,50,000/- (₹ Two Lakh Fifty Thousand only) per month to a related party who is appointed at office or place of profit in the Company, prior approval by way of shareholders resolution is required.

Shri Virat Sondhi is Non-executive Director and Promoter of the Company. He is father of Smt. Shuchi Arora, Non-executive Director and father-in-law of Shri Deepak Arora, Non-executive Director of the Company. He is also a Non-executive Director on the Board of JMA Marketing Limited- Material Subsidiary, ACL Components Limited and Jullundur Auto Sales Corporation Limited, Associate Companies.

Taking into consideration the immense contribution made by Shri Virat Sondhi to the progress of the Company and its group companies and his vast expertise, experience and knowledge with regard to the business of distribution ship of the automobile parts, and also his cordial relations with the suppliers / manufacturers, and based on the recommendations of the Nomination and Remuneration Committee and approval by the Audit Committee, the Board, in its meeting held on 28th May, 2022, considered and unanimously approved the continuation of payment of honorarium and certain perquisites to Shri Virat Sondhi, Chairman Emeritus, Non-executive Director as mentioned in Item No. 7 of Notice of this AGM, which requires approval of shareholders of the Company.

Details of the proposed RPT required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows:

S. No.	Description	Details of proposed RPT
1.	Summary of information provided by	the Management to the Audit Committee for approval of the proposed RPT
(a)	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shri Virat Sondhi - Non-executive Director (Chairman – Emeritus) Shri Virat Sondhi is Non-executive Director and Promoter of the Company. He is father of Smt. Shuchi Arora, Non-executive Director and father-in-law of Shri Deepak Arora, Non-executive Director of the Company. He is also a Non-executive Director on the Board of JMA Marketing Limited- Material Subsidiary, ACL Components Limited and Jullundur Auto Sales Corporation Limited, Associate Companies.

(b)	Type, material terms, monetary value and particulars of the proposed RPT	Type/ Nature of Transaction	Payment of honorarium		
		Duration	01st October, 2022 to 30th September, 2023		
		Particular/Material Terms			
		Particulars	PM/PA	Amount in ₹	
		Amount of honorarium	PM	₹ 3,00,000/- (₹ Three Lakhs Only)	
	Perquisite:	PA	<ul style="list-style-type: none"> - Reimbursement of Medical expenses to the extent of ₹ 3,00,000/- per year for self and family; - One Car with chauffeur for personal as well as for official use; and - Reimbursement of any other expenditure incurred by him in connection with the business of the Company. <p>Explanation: Value of aforesaid Perquisites/ Allowances shall be calculated and considered as per respective/applicable provisions of the Income Tax Act, 1961 and/or Companies Act, 2013 read with rules and/or regulations made thereunder.</p>		
<i>Total value of the contract shall not exceed 3% of Net Profit of the Company in any case without the approval of shareholders in General Meeting.</i>					
(c)	The percentage of the value of the proposed transaction to Company's annual consolidated turnover, for the immediately preceding financial year	0.09%			
2.	Justification for the proposed RPT	Shri Virat Sondhi is having more than 5 (Five) decades of industry experience in the field of distribution of auto spare parts and automobiles industry. Under the dynamic leadership, stewardship and vision of Shri Virat Sondhi in past more than five decades the Company has achieved the distinction of becoming one of the leading distribution houses of spare parts in automobile industry in the Country. Considering his vast expertise, experience and knowledge with regard to the business of distribution-ship of the automobile parts, and also his cordial relations with the suppliers/manufacturers, continue association of Shri Virat Sondhi would be in the long term interest of the Company.			
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	NA			
4.	Manner of determining the price or other commercial terms	As per Industry Norms & Practices			
5.	Any other information relevant or important for the Shareholders	NA			

The above along with terms & conditions may be treated as a written memorandum setting out the terms of payment of honorarium to Shri Virat Sondhi under the Companies Act, 2013 and rules made thereunder. Brief profile of Shri Virat Sondhi is given in Note 27 of the Notes to the Notice of Annual General Meeting.

Except Shri Virat Sondhi, himself and Shri Deepak Arora, Smt Shuchi Arora, Non-Executive Directors, Ms. Aashna Arora, President- Accounts & Finance, Smt. Aditi Arora Malik, President and Shri Varoon Malik, Chief Executive Officer, being relatives of Shri Virat Sondhi, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of the Notice, to the extent of directorship and / or their respective shareholding, as the case may be, in the Company. As required under the SEBI Listing Regulations, 2015, all the persons concerned or interested in the resolution set out at Item No. 7 of the Notice shall abstain from voting on the resolution.

The Board of Directors recommends the resolution as set out at Item No. 7 for the approval of the members as **Special Resolution**.

Item no. 8

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, no listed company shall appoint or continue the appointment of Non-executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Accordingly, a Special Resolution was passed for continuation of appointment of Shri Ranjit Puri by the members of the Company at the Annual General Meeting ("AGM") held on 28th September, 2018. Since, Shri Ranjit Puri aged about 82 years, is liable to retire by rotation at this AGM and being eligible offers himself for reappointment in accordance with the provisions of the Companies Act, 2013, his reappointment, vide item nos. 3 & 8, is being placed before the Shareholders for their approval.

Shri Ranjit Puri has overall experience of more than 54 years in trade and industry. During these years, he served as Managing Director of ISGEC Heavy Engineering Limited, a company listed on recognized stock exchange. Also, Shri Puri has been associated with Industrial Associations, Indian Sugar Mills Association, Indian Sugar Exim Corporation. He was also Governor of Indian Institute of Technology, Kanpur. He joined the Company as a Non-executive Director on the Board of the Company liable to retire by rotation in the year 2005. Under his stewardship and leadership the Company continues to progress. As an active Member, he not only contributes to discussion but also facilitates discussion by sharing his insightful feedback on various business strategies and consumer behavior. Considering his skills, experience, knowledge, contribution in growth of the Company and outcome of performance evaluation, the Board of Directors is of the opinion that his association as Non-executive Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions.

Shri Ranjit Puri fulfils all conditions specified by applicable laws for the position of a Non-executive Director of the Company and is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013. As per provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, brief profile of Shri Ranjit Puri, Non-executive Director of the Company, is given to the Note 26 to notes in the notice of Annual General Meeting.

Except Shri Ranjit Puri, being the appointee and Smt. Tanu Priya Puri, Non-executive Director, relative of Shri Ranjit Puri, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 8 of the Notice, to the extent of directorship and / or their respective shareholding, as the case may be, in the Company. As required under the SEBI Listing Regulations, 2015, all the persons concerned or interested in the resolution set out at Item No. 8 of the Notice shall abstain from voting on the resolution.

The Board of Directors recommends the resolution as set out at Item No. 8 for the approval of the members as **Special Resolution**.

Place: Gurugram
Date: 28th May, 2022

By order of the Board of Directors of
Jullundur Motor Agency (Delhi) Limited

Jullundur Motor Agency (Delhi) Limited
Regd. Off.: 458-1/16, Sohna Road,
Opp. New Court, Gurugram - 122001, Haryana
CIN: L35999HR1998PLC033943
Email id.: info@jmaindia.com
Website: www.jmaindia.com

Sd/-
Ramkesh Pal
Company Secretary
(Membership No.: A40120)