

JMA/CSCors/2024-25/dt: **2nd August, 2024**

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 75TH ANNUAL GENERAL MEETING, BOOK CLOSURE, E-VOTING INFORMATION AND CALENDAR OF EVENTS**

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|---------------------|---|
| 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 (“the Act”) and also, with reference to the captioned subject, Notice is hereby given that the Seventy Fifth (75th) Annual General Meeting (“**AGM**”) of the members of Jullundur Motor Agency (Delhi) Limited (“**the Company**”) will be held on **Thursday, 29th August, 2024 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 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, Circular No. 2/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022, followed by Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 respectively, financial statements alongwith Board’s Report, Auditor’s report and other documents required to be attached therewith (together referred to as “**75th 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 Act, 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 close from **Friday, 23rd August, 2024 to Thursday, 29th August, 2024 (both days inclusive)** for the said **AGM**.

III) E-VOTING AND SCRUTINIZER:

Pursuant to the provisions Section 108 of the Act 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 has provided the facility of remote e-voting and e-voting during the AGM to its members enabling them to cast their votes electronically for all resolutions as set out in the Notice of AGM. EVSN for e-voting is **240717006**.

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.

IV) PERIOD OF E-VOTING

The e-voting period will commence from **Monday, 26th August, 2024 at 09:00 A.M. and will end on Wednesday, 28th August, 2024 at 05:00 P.M.** The e-voting module shall be disabled by CDSL, for voting thereafter. Once the vote on a resolution is cast 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, 22nd August, 2024**.

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, 22nd August, 2024**.

VI) NOTICE AND ANNUAL REPORT ON WEBSITE OF THE COMPANY

Pursuant to the provisions of the Act, and the Listing Regulations, Notice of AGM and 75th 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/1Su3dYa2eUEAVeL8cwiwOIhp5Dtp9yXkj/view> ; and

b) Annual Report:

<https://drive.google.com/file/d/1NAUhytY3H8tkofKca5ufof0zrMaMQfby/view>

VII) CALENDAR / SCHEDULE OF EVENTS IS AS UNDER:

| S.No. | Particulars | Dates |
|--------------|--|--|
| 1. | 75th Annual General Meeting | Thursday, 29th August, 2024 at 11:00 A.M. |
| 2. | Cut-off date | Thursday, 22nd August, 2024 |
| 3. | Book Closure Period for the purpose of AGM | Friday, 23rd August, 2024 to Thursday, 29th August, 2024 (Both days inclusive) |
| 4. | E-Voting Period | Monday, 26th August, 2024 (9:00 AM) to Wednesday, 28th August, 2024 (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 Fifth (75th)** Annual General Meeting (“AGM”) of the members of **Jullundur Motor Agency (Delhi) Limited** will be held on Thursday, the 29th day of August, 2024 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 Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Report of Auditors thereon.

2. To declare dividend on equity shares for the financial year ended 31st March, 2024.

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, 2024 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2024.”

3. To appoint a Director in place of Smt. Tanu Priya Puri (DIN: 07267116), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To Appoint Shri Anuj Singh, as an Independent Director of the Company.**

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 Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Shri Anuj Singh (DIN: 09547776), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, signifying his intention to propose the candidature of Shri Anuj Singh for the office of Director, be and is hereby appointed as Director in the capacity of an Independent Director of the Company to hold office for a term of five consecutive years commencing from 01st September, 2024 to 31st August, 2029, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to take, perform and execute such further steps, as may be necessary, proper or expedient to give effect to the intent of aforesaid resolution and to delegate all or any of the powers to any Committee or any other Officer(s) / Authorized Representative(s) of the Company in relation to the aforesaid resolutions.”

5. **To consider and approve continuation of CA Subhash Chander Vasudeva (DIN: 00055588) as a Non-Executive Non-Independent Director of the Company**

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), as well as the Company’s Articles of Association, and upon the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, CA Subhash Chander Vasudeva (DIN: 00055588), whose current term as an Independent Director is set to conclude on 27th September, 2024 and for whom the Company has received a Notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director, and whose continuation in office as Non-Executive Director, being more than 75 years of age, requires approval of shareholders by way of special resolution, be and is hereby appointed as a Non-executive Non-Independent Director of the Company with effect from 28th September, 2024 and he shall be liable to retire by rotation.”

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

6. To consider and approve continuation of CA Mohindar Mohan Khanna (DIN: 00025428) as a Non-Executive Non-Independent Director of the Company

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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), as well as the Company’s Articles of Association, and upon the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, CA Mohindar Mohan Khanna (DIN: 00025428), whose current term as an Independent Director is set to conclude on 27th September, 2024 and for whom the Company has received a Notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director, and whose continuation in office as Non-Executive Director, being more than 75 years of age, requires approval of shareholders by way of special resolution, be and is hereby appointed as a Non-executive Non-Independent Director of the Company with effect from 28th September, 2024 and he shall be liable to retire by rotation.”

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

Place: Gurugram
Date: 28th May, 2024

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 75th 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 Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is annexed hereto under Note No. 26 and form part of this Notice.
3. Pursuant to the General 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, Circular No. 2/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022 followed by Circular No. 09/2023 dated 25th September, 2023 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, SEBI/HO/CFD/CMD2/CIR/P/2022/ 62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India (SEBI) on 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023, 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 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 2023-24’) 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 2023-24 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 No. 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. Members of the Company, who have registered their e-mail addresses, are also entitled to receive such communication in physical form upon request.
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, 23rd August, 2024 to Thursday, 29th August, 2024 (both days inclusive). The Company has fixed Thursday, 22nd August, 2024 as the 'Cut-off Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2024, 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, 22nd August, 2024.
 - 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, 22nd August, 2024.

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, 22nd August, 2024. 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, December 14, 2021, March 16, 2023, September 26, 2023 read with circular dated November 17, 2023, 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.

Shareholder(s) whose folio(s) are not updated with the aforementioned documents/ details, shall be eligible:

- To lodge grievance or avail any service request from the RTA only after furnishing aforesaid documents/ details; and
- To receive any payments including dividend in respect of such folios, only through electronic mode, effective from 1st April 2024.

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

details to RTA:

- a) E-mail, Mobile No. and 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 and 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>.

The Company has also sent individual letter/communications and reminder letter to all the shareholders for furnishing aforesaid details.

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.,
 - o **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 to provide efficient and better service to the Members.
 - o **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-PoD-1/P/CIR/2023/37 dated March 16, 2023, 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, 2017, 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, 2018, 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, 22nd August, 2024 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, 26th August, 2024 and will end at 5:00 p.m. on Wednesday, 28th August, 2024. 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 75th 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, 26th August, 2024 at 09:00 A.M. and will end on Wednesday, 28th August, 2024 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 cutoff date i.e. Thursday, 22nd August, 2024, 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, 22nd August, 2024.

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 |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <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/myeasitoken/home/login or www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. 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/ BIG SHARE. 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the link https://evoting.cdslindia.com/Evoting/EVotingLogin. 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 e-Voting service providers where the e-Voting is in progress during or before the AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | <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.nsd.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 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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 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 1800 22 55 33 or 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.: 1800 1020 990 and 1800 224 430 or 022-4886 7000 and 022-2499 7000 |

(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 provided by the RTA or contact RTA. |
| 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: 240717006)

- (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 generate password as given in e-voting instruction.

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 - Enter first name
- In the “last name” field - Enter last name
- In the “Email ID” field - Put your email ID
- In the “Event password” field - password is pre-fill (cdsl1234)

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/App 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

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 & number of shares as on 22/08/2024 (cut off date) at info@jmaindia.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Friday, 23rd August, 2024 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 pre-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 & number of shares at info@jmaindia.com on or before Friday, 23rd August, 2024. Only those Members who have preregistered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.
- iii. The Company reserves the right to restrict the number of questions, number of speakers and speaking time, depending upon the availability of time at the AGM.
- iv. The members are requested to restrict their questions/queries with respect to the Annual Report and the agenda matters listed in the notice of AGM.
- v. In order to ensure that equal opportunity for interaction is given to all the registered speakers, Members are requested to kindly limit their speech to a maximum of 2 minutes.

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

| S. No. | 1 | 2 |
|--|--|--|
| Name of the Director | Smt. Tanu Priya Puri | Shri Anuj Singh |
| Category / Designation | Non-executive Director | Independent Director |
| Director Identification Number (DIN) | 07267116 | 09547776 |
| Date of Birth | 27/05/1971 | 21/08/1973 |
| Father's/Husband Name | Shri Aditya Puri | Shri Mohinder Singh Bhusry |
| Date of 1st Appointment | 04/11/2015 | NA |
| Shareholding | Nil | Nil |
| Relationship with other Directors & KMP | Daughter in Law of Shri Ranjit Puri | NA |
| Experience | 22 years | 26 years |
| Educational Qualification | B. Sc & M. Sc in Home Science | <ul style="list-style-type: none"> - Bachelor's degree in Statistics from Delhi University - Post-Graduate degree in Management from the Indian Institute of Management Calcutta - MBA from the London Business School |
| Brief resume and nature of their expertise in specific functional areas | <p>Smt. Tanu Priya Puri's journey as a non-executive director seamlessly integrates her extensive past experiences with her present engagements, showcasing her prowess in corporate governance and strategic leadership.</p> <p>With a notable tenure on JMA's board since 2015 and a concurrent directorship at ISGEC Hitachi Zosen Limited since 2019, Smt. Tanu Priya Puri brings a wealth of expertise to the table. Her background in child development and active involvement in community initiatives underline her commitment to fostering positive change. This, coupled with her adeptness in boardroom dynamics and strategic decision-making, positions her as a valuable asset in guiding organizations towards success.</p> <p>Smt. Tanu's multifaceted experiences and dedication to serving on multiple boards reflect her ability to navigate diverse industries and contribute effectively to organizational growth and sustainability.</p> | <p>Mr. Anuj Singh is a distinguished leader with a robust academic and professional background. He holds a Bachelor's degree in Statistics from Delhi University, a Post-Graduate degree in Management from the Indian Institute of Management Calcutta, and an MBA from the London Business School.</p> <p>Currently serving as the Managing Director and CEO of Spencer's Retail Limited, Mr. Singh brings over two and a half decades of leadership experience across prominent organizations in India, the Middle East, and Europe. His career commenced with formative roles in Sales and Marketing within the paints, tobacco, and beverages sectors. He subsequently spent over a decade in leadership positions in the Beverages and Food Services industry across Europe and the Middle East.</p> <p>In 2017, Mr. Singh returned to India to assume a regional leadership role at Nestle. Following this, he joined Walmart India as their Chief Merchandising Officer. He also served as the Country Head & Director of General Mills India Private Limited.</p> <p>The Board is confident that Mr. Singh's strategic vision, coupled with his operational expertise, will be pivotal in driving the Company's next phase of growth and success.</p> |
| Number of meetings attended in last Financial Year | 2 | NA |
| Last Remuneration Withdrawn* | Nil | NA |
| Remuneration sought to be paid* | Nil | Nil |
| Other Directorship# | ISGEC Hitachi Zosen Limited | Spencer's Retail Limited |
| Committee Membership@ | Nil | NA |

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.

JULLUNDUR MOTOR AGENCY (DELHI) LIMITED

(CIN : L35999HR1998PLC033943)



| | | |
|--|--|---|
| S. No. | 3 | 4 |
| Name of the Director | CA Subhash Chander Vasudeva | CA Mohindar Mohan Khanna |
| Category/Designation | Non-Executive Non-Independent Director | Non-Executive Non-Independent Director |
| Director Identification Number (DIN) | 00055588 | 00025428 |
| Date of Birth | 07/07/1938 | 16/02/1942 |
| Father's/Husband Name | Lt. Ram Nath Vasudeva | Lt. Krishna Chandra Khanna |
| Date of 1st Appointment | 29/09/1999 | 29/09/2014 |
| Shareholding | Nil | Nil |
| Relationship with other Directors & KMP | NA | NA |
| Experience | 62 Years | 58 Years |
| Educational Qualification | FCA, FCS, LLB | B.Com (Hons), FCA, Member of Institute of Internal Auditors Inc., Florida, USA |
| Brief resume and nature of their expertise in specific functional areas | <p>CA Subhash Chander Vasudeva, the founding partner of erstwhile S.C. Vasudeva & Co., brings a wealth of experience spanning over five decades in various facets of the accounting profession, with a specialized focus on Audit and Taxation of large corporates. As a seasoned professional, he holds a distinguished position on the boards of both public and private companies, leveraging his expertise to contribute meaningfully to their governance and strategic direction.</p> <p>His notable contributions extend beyond boardrooms to the public sphere, where he shares his insights and knowledge through a weekly column titled 'Tax Advice' in the esteemed newspaper 'The Tribune'. This platform serves as a testament to his commitment to knowledge dissemination and community engagement within the field of finance and taxation.</p> <p>Since 1999, CA Subhash Chander Vasudeva has been an integral part of our Company's journey, initially joining the Board and subsequently assuming the role of Independent Director from 29th September, 2014. Despite his advanced age of 85 years, his dedication remains unwavering, evident in his role as the permanent Chairman of the Company. His long-standing association with the Company has endowed him with a deep understanding of its intricacies and challenges, making him an indispensable asset in navigating complex business landscapes.</p> <p>CA Subhash Chander Vasudeva's profound expertise and steadfast commitment to excellence make him an invaluable asset to our Board, contributing significantly to the formulation of robust strategies and the achievement of our organizational objectives.</p> | <p>CA Mohindar Mohan Khanna, Senior Partner at K C Khanna & Co., brings with him a wealth of experience and expertise with a career spanning several decades. At 82 years of age, he continues to serve as a beacon of wisdom and leadership, holding the esteemed position of permanent Chairman of the Audit Committee.</p> <p>As a fellow member of the Institute of Chartered Accountants of India and a member of the Institute of Internal Auditors Inc., Florida, USA, CA Mohindar Mohan Khanna is recognized both nationally and internationally for his contributions to the field of accountancy and corporate governance. His stature is further enhanced by his representation of the country in major international conferences, where his insights and perspectives have garnered acclaim and recognition.</p> <p>In his capacity as an eminent Chartered Accountant, CA Mohindar Mohan Khanna possesses a deep understanding of the intricacies of the business domain. His proven track record of success and his diverse portfolio of experiences bring a unique and enriched perspective to the Board's deliberations. This diversity of thought not only fosters robust discussions but also ensures that business decisions are informed by a comprehensive understanding of the challenges and opportunities at hand.</p> <p>CA Mohindar Mohan Khanna's distinguished career, coupled with his unwavering commitment to excellence, makes him an indispensable asset to our Board. His depth of expertise and breadth of experience significantly contribute to the formulation of sound strategies and the achievement of our organizational goals.</p> |
| Number of meetings attended in last Financial Year | 13 (Including Committee Meetings) | 14 (Including Committee Meetings) |
| Last Remuneration Withdrawn* | Nil | Nil |
| Remuneration sought to be paid* | Nil | Nil |
| Other Directorship# | NA | NA |
| Committee Membership@ | Audit Committee- Member | Audit Committee-Chairman |

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.

Annexure to Notice of Seventy Fifth (75th) Annual General Meeting**EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item no. 4**

Pursuant to the provisions of Section 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and Article of Association of the Company, candidature of Shri Anuj Singh was recommended by the Board to be appointed as director in the capacity of an Independent Director, in its meeting held on 28th May, 2024, for a term of five (5) years with effect from 01st September, 2024 to 31st August, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received from Shri Anuj Singh:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (hereinafter referred to as "Appointment Rules");
- (ii) intimation in Form DIR-8 in terms of Appointment Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI LODR Regulations;
- (iv) declaration pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Shri Anuj Singh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

Based on the desired attributes for the selection of the Independent Director(s), the Nomination and Remuneration Committee ("NRC") has recommended the candidature of Shri Anuj Singh for the office of Independent Director.

In the opinion of the Board, Shri Anuj Singh fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Shri Singh's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Shri Singh is justified due to the following reasons:

- Mr. Anuj Singh is a distinguished leader with a robust academic and professional background. He holds a Bachelor's degree in Statistics from Delhi University, a Post-Graduate degree in Management from the Indian Institute of Management Calcutta, and an MBA from the London Business School.
- Currently serving as the Managing Director and CEO of Spencer's Retail Limited, Mr. Singh brings over two and a half decades of leadership experience across prominent organizations in India, the Middle East, and Europe. His career commenced with formative roles in Sales and Marketing within the paints, tobacco, and beverages sectors. He subsequently spent over a decade in leadership positions in the Beverages and Food Services industry across Europe and the Middle East.
- In 2017, Mr. Singh assumed the role of regional leadership at Nestle. He has worked with Walmart India as their Chief Merchandising Officer and also served as the Country Head & Director of General Mills India Private Limited. His valid experience in wholesale marketing will be useful to the Company.

Further, Shri Anuj Singh has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Anuj Singh has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Shri Anuj Singh has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with the Company or its subsidiary or associate Company amounting to ten percent or more of its gross turnover. A copy of the draft letter for the appointment of Shri Anuj Singh as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The resolution seeks the approval of members for the appointment of Shri Anuj Singh as an Independent Director of the Company from 01st September, 2024 to 31st August, 2029 (both days inclusive) pursuant to Section 149, 152 and all other applicable provisions of the Act, and the Rules made thereunder. He shall not be liable to retire by rotation.

The profile of Shri Anuj Singh and other relevant information as required under SEBI LODR Regulations and Secretarial Standard-2 are provided in Note No. 26.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 (2A) of the SEBI LODR Regulations, the approval of the Members of the Company is sought for the appointment of Shri Anuj Singh as an Independent Director of the Company, by way of a special resolution as set out above.

No director, key managerial personnel or their relatives is interested in or concerned with the resolution.

The Board recommends the Special Resolution set forth in Item no. 4 for the approval of the members.

Item no. 5

CA Subhash Chander Vasudeva was appointed as an Independent Director on the Board of the Company for a term of 5 years by the shareholders in their Annual General Meeting held on 29th September, 2014. Further, based on the performance evaluation of the Independent Directors and on the recommendations of the Nomination and Remuneration Committee and the Board, given his background, experience and contribution, the shareholders of the Company in their Annual General Meeting held on 27th September, 2019 had re-appointed CA Subhash Chander Vasudeva (DIN: 00055588), as an Independent Director for the second term of 5 (five) years with effect from 28th September, 2019 till 27th September, 2024. CA Subhash Chander Vasudeva is about 85 years of age and also, a permanent Chairman of the Company.

He is an eminent personality and has proven experience in business domain which adds diversity and enriched points of view in the Board's discussions. His rich and diverse experience is very important element in the discussions and business decisions taken by the Board.

In terms of provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), he may continue his office as a Non-Executive Director on the Board of the Company, subject to the approval of shareholders of the Company by way of passing **Special Resolution** to that effect.

The Company has received the following documents from CA Subhash Chander Vasudeva:

- i) Consent to act as a Director in terms of section 152 of the Companies Act, 2013; and
- ii) Declaration confirming that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has also received a notice in writing from a member proposing his candidature to be re-appointed as a Non-Executive Non-Independent Director.

With the long association of Shri Vasudeva the Company has benefited significantly from his expertise and vast experience and continued association across multiple disciplines from financial, legal and regulatory, risk management, and corporate governance. His long-standing association with the Company has endowed him with a deep understanding of its intricacies and challenges, making him an indispensable asset in navigating complex business landscapes. Based on his skills, experience, knowledge, contribution in growth of the Company and outcome of performance evaluation, the Board of Directors, on the basis of recommendation of Nomination and Remuneration Committee, is of the opinion that he is a person of integrity, possess relevant expertise and vast experience and his continued association as a Non-Executive Non-Independent Director will be beneficial and in the best interest of the Company.

Brief profile of CA Subhash Chander Vasudeva is given at Note no. 26 of notice of Annual General Meeting. He also fulfills the conditions laid down under the provisions of the Companies Act, 2013, the rules made thereunder read with Listing Regulations applicable on the Company, for his reappointment as a Non-Executive Non-Independent Director of the Company.

Except CA Subhash Chander Vasudeva, being the appointee and his wife Smt Krishna Vasudeva, being a shareholder of the Company holding 0.066% of shares in the Company, none of the director(s) and Key Managerial Personnel(s) of the Company or his relative(s) is / are concerned or interested financially or otherwise, in the resolution as set out at Item No. 05.

As the long term fruitful association with Shri Vasudeva needs to be preserved and cherished, your Board of Directors recommends the appointment of CA Subhash Chander Vasudeva as a Non-Executive Non Independent Director, liable to retire by rotation, as set out at **Item No. 05**, to the members, for their approval by way of a **Special Resolution**.

Item no. 6

CA Mohindar Mohan Khanna was appointed as an Independent Director on the Board of the Company for a term of 5 years by the shareholders in their Annual General Meeting held on 29th September, 2014. Further, based on the performance evaluation of the Independent Directors and on the recommendations of the Nomination and Remuneration Committee and the Board, given his background, experience and contribution, the shareholders of the Company in their Annual General Meeting held on 27th September, 2019 had re-appointed CA Mohindar Mohan Khanna (DIN: 00025428), as an Independent Director for the second term of 5 (five) years with effect from 28th September, 2019 till 27th September, 2024. CA Mohindar Mohan Khanna is about 82 years of age and also, a permanent Chairman of the Audit Committee of the Board of Directors of the Company.

He is an eminent personality and has proven experience in business domain which adds diversity and enriched points of view in the Board's discussions. His rich and diverse experience is very important element in the discussions and business decisions taken by the Board.

In terms of provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), he may continue his office as a Non-Executive Director on the Board of the Company, subject to the approval of shareholders of the Company by way of passing **Special Resolution** to that effect.

JULLUNDUR MOTOR AGENCY (DELHI) LIMITED

(CIN : L35999HR1998PLC033943)



The Company has received the following documents from CA Mohindar Mohan Khanna:

- i) Consent to act as a Director in terms of section 152 of the Companies Act, 2013; and
- ii) Declaration confirming that he is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has also received a notice in writing from a member proposing his candidature to be re-appointed as a Non-Executive Non-Independent Director.

CA Mohindar Mohan Khanna's rich and diverse experience serves as a cornerstone of the Board's decision-making process. His presence on the Board not only enhances governance practices but also instills confidence among stakeholders in the Company's strategic direction and decision-making capabilities. Based on his skills, experience, knowledge, contribution in growth of the Company and outcome of performance evaluation, the Board of Directors, on the basis of recommendation of Nomination and Remuneration Committee, is of the opinion that he is a person of integrity, possess relevant expertise and vast experience and his continued association as a Non-Executive Non-Independent Director will be beneficial and in the best interest of the Company.

Brief profile of CA Mohindar Mohan Khanna is given at Note no. 26 of notice of Annual General Meeting. He also fulfills the conditions laid down under the provisions of the Companies Act, 2013, the rules made thereunder read with Listing Regulations applicable on the Company, for his reappointment as a Non-Executive Non-Independent Director of the Company.

Except CA Mohindar Mohan Khanna, being the appointee, none of the director(s) and Key Managerial Personnel(s) of the Company or his relative(s) is / are concerned or interested financially or otherwise, in the resolution as set out at Item No. 06.

As the long term fruitful association with Shri Khanna needs to be preserved and cherished, your Board of Directors recommends the appointment of CA Mohindar Mohan Khanna as a Non-Executive Non Independent Director, liable to retire by rotation, as set out at **Item No. 06**, to the members, for their approval by way of a **Special Resolution**.

Place: Gurugram
Date: 28th May, 2024

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)