

JMA/CSCors/2024-25/dt: **15th October, 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

Symbol / Scrip Code: **JMA**

Sub: **NOTICE OF POSTAL BALLOT AND E-VOTING INFORMATION**

Ref.: **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In furtherance to our intimation dated 24th September, 2024, informing about outcome of the Board Meeting, please find enclosed the Notice of Postal Ballot ("Notice") together with the explanatory statement, seeking approval of the Members by way of electronic-voting ("Remote E-voting"), for appointment of CA Karan Jit Singh Jasuja (DIN: 01563933) as a Non-executive Director in the capacity of Independent Director of the Company for a period of five (5) consecutive years w.e.f. 24th September, 2024 to 23rd September, 2029.

In conformity with the applicable regulatory requirements, the Notice is being sent only through electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners and whose e-mail address is registered with the Company/ Depository Participant(s) as on Friday, 11th October, 2024. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot.

The copy of the Notice is being uploaded on the website of the Company at <https://jmaindia.com/> and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The Company has engaged the services of NSDL for providing remote e-voting facility to the members of the Company.

Event Number/ EVEN for remote e-voting	131945
Cut-off date for eligibility of remote e-voting	Friday, 11th October, 2024
Commencement of remote e-voting period	9.00 a.m. IST on Monday, October 21, 2024
Conclusion of remote e-voting period	5.00 p.m. IST on Tuesday, November 19, 2024

Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution as set forth in the Notice. The shareholders have been requested to communicate their assent or dissent through the remote e-voting system only. The instructions for remote e-Voting are provided in the Notice. The Result of remote e-Voting shall be declared by Thursday, 21st November, 2024.

You are requested to take the same on record and display the same on the website of the Stock Exchange.

Thanking you,
Yours faithfully,
For **Jullundur Motor Agency (Delhi) Limited**

Ramkesh Pal
Company Secretary & Compliance Officer

Encl.: **As Above**



JULLUNDUR MOTOR AGENCY (DELHI) LIMITED

CIN: L35999HR1998PLC033943

Regd. Off: 458-1/16, Sohna Road, Opposite New Court, Gurugram -122001, Haryana, India

Telephone: +91-124-4233867, 868, 869, 870; Email: info@jmaindia.com Website: www.jmaindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

E-VOTING COMMENCES ON:	E-VOTING CONCLUDES ON:
Monday, October 21, 2024 at 9.00 A.M. (IST)	Tuesday, November 19, 2024 at 5.00 P.M. (IST)

Dear Shareholder(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), the resolution appended below for appointment of CA Karan Jit Singh Jasuja (DIN: 01563933) as a Non-executive Independent Director on the Board of **Jullundur Motor Agency (Delhi) Limited** (the “Company”) is proposed for approval of the shareholders of the Company as Special Resolution, through postal ballot (“Postal Ballot”) only by way of remote e-voting process (“e-voting”).

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and related particulars forms part of this Postal Ballot Notice.

In compliance with the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically, instead of submitting the Postal Ballot Form physically. Please note that there will be no physical meeting of the Members of the Company, as no meeting will be required to be called in terms of the Act read with Rules, and MCA Circulars. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Members of the Company are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than the business hours i.e. 17:00 Hours IST on Tuesday, November 19, 2024 for voting by the members of the Company. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on September 24, 2024, have appointed M/s Vijay K. Singhal & Associates, Practicing Company Secretaries, having Certificate of Practice No. 10385, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Thursday, November 21, 2024 and communicated to National Stock Exchange of India Limited ("NSE" or the "Stock Exchange"), National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com , and will also be displayed on the Company's website at www.jmaindia.com .

SPECIAL BUSINESS:

Resolution No. 1 – Appointment of CA Karan Jit Singh Jasuja (DIN: 01563933) as a Non-executive Independent Director of the Company

To consider and, if thought fit, to pass 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, Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, CA Karan Jit Singh Jasuja (DIN: 01563933), who was appointed as an Additional Director in the capacity of Non-executive Independent Director of the Company with effect from September 24, 2024 in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-executive Director in the capacity of an Independent Director of the Company to hold office for a term of five consecutive years commencing from September 24, 2024 to September 23, 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."

Place: Gurugram
Date: 24th September, 2024

By order of the Board of Directors
For 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. The explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and the reasons concerning the proposed resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, October 11, 2024.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.jmaindia.com , website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com .
4. Members who have not registered/ updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:

- (i) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending an e-mail at investor@masserv.com followed by sending the physical copy of the same through post to the Company's Registrar and Share Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020; and
 - (ii) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, October 11, 2024 (Cut-off Date) will be considered for the purpose of e-voting.

Please note that eligible members may in accordance with the provisions of Sections 112 and 113 of the Act appoint representatives for the purpose of voting through e-voting.

6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, October 11, 2024.
7. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the Remote e-voting service facility arranged by NSDL. The Remote e-voting will commence at 9:00 Hours (IST) on Monday, October 21, 2024 and will end at 17:00 Hours (IST) on Tuesday, November 19, 2024. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Tuesday, November 19, 2024 to be eligible for being considered, after that remote e-voting option will be disabled by NSDL. Once members cast their vote on the resolution, they will not be allowed to change it subsequently.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Thursday, November 21, 2024 and will also be displayed on the website of the Company (www.jmaindia.com), besides being communicated to NSE and website of NSDL i.e. www.evoting.nsd.com
11. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Tuesday, November 19, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@jmaindia.com.
13. 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, Bank detail 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.

14. 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.

15. Particulars of Director seeking appointment:

Name of the Director	CA Karan Jit Singh Jasuja
Category / Designation	Independent Director
Director Identification Number (DIN)	01563933
Date of Birth	16/01/1961
Father's/Husband Name	Late Shri Gurcharan Singh Jasuja
Date of 1st Appointment	September 24, 2024
Shareholding	Nil
Relationship with other Directors & KMP	NA
Experience	39 years
Educational Qualification	FCA and FCS
Number of meetings attended in last Financial Year	NA
Last Remuneration Withdrawn*	NA
Remuneration sought to be paid*	Nil
Other Directorship#	Nil
Committee Membership@	NA

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

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

* Excluding Sitting Fee for attending the meetings of the Board of Directors and Committees thereof.

GENERAL INFORMATION AND INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING) FOR POSTAL BALLOT

In compliance with the provisions of Section 110 and Section 108 of the Act, Rule 22 and Rule 20 of the Rules, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system.

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are given below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN: 131945" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsvijaysinghal1@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms Pallavi Mhatre) at evoting@nsdl.co.in

Process for procuring user ID and password for e-Voting for those members whose e-mail address is not registered with the Company/ Depositories:

1. In case shares are held in physical form, Please registered your email id as per procedure given above in notes.
2. In case shares are held in demat form, please update your email with your depository participant (DP) and generate password as per instruction given above in e-voting instructions.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail address correctly in their demat account to access e-Voting facility.

In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on no.: 022-48867000 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-Voting, please contact Ms Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Members may also write to the RTA of the Company at its email address investor@masserv.com.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution No. 1- Appointment of CA Karan Jit Singh Jasuja (DIN: 01563933) as a Non-executive Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors at its Meeting held on September 24, 2024, approved the appointment of CA Karan Jit Singh Jasuja (DIN: 01563933) as an Additional Director in the capacity of Non-executive Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of five consecutive years i.e. from 24th September, 2024 to 23rd September, 2029 (both days inclusive), subject to the approval of the members by way of a Special Resolution, in terms of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Jasuja shall hold office until the date of next General Meeting or for a period of three months from the date of his appointment, whichever is earlier. Mr. Jasuja is eligible to be appointed as a Non-executive Independent Director for a term of upto five consecutive years. In terms of Section 160(1) of the Act, the Company has received a Notice from a member in writing proposing his candidature for the office of Director. The Company has also received from Mr. Jasuja:

- (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 Listing Regulations; and
- (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.

Based on the desired attributes for the selection of the Independent Director(s), the Nomination and Remuneration Committee (“NRC”) has recommended the candidature of CA Karan Jit Singh Jasuja for the office of Non-executive Independent Director.

In the opinion of the Board, Mr. Jasuja fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Jasuja’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non-executive Independent Director. The Board was satisfied that the appointment of Mr. Jasuja is justified due to the following reasons:

- (i) Mr. Jasuja is a distinguished Fellow Member of both The Institute of Chartered Accountants of India (ICAI) and The Institute of Company Secretaries of India (ICSI), since 1985 and 1990. He brings over three decades of professional experience in the fields of corporate law, taxation, audit, and financial advisory services.
- (ii) He is the Senior Partner at Karan Jasuja Associates, a leading chartered accountancy firm established in February 1985. His firm provides comprehensive services, including FEMA/FDI/FIPB matters, corporate law advisory, tax consultancy, audit, and secretarial services. Karan Jasuja Associates prides itself on a highly skilled team of professionals with specialized expertise, offering clients personalized and proactive financial advice.
- (iii) Throughout his career, Mr. Jasuja has made notable contributions to the profession. He has authored articles on taxation and corporate laws and frequently speaks on topics of professional relevance. He has been involved in various study groups formed by ICAI and ICSI and was part of the LLP Partners Group formed by the Ministry of Corporate Affairs.
- (iv) He has served on the boards of several companies as an Independent Director, leveraging his extensive experience and professional knowledge to provide strategic insight and governance oversight. His extensive knowledge of corporate law, taxation, and financial management, coupled with his leadership in the profession, make him a valuable addition to the Board.

Further, Mr. Jasuja 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. Mr. Jasuja 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, Mr. Jasuja 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 draft letter of appointment of Mr. Jasuja 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 conclusion of e-voting period.

The resolution seeks the approval of members for the appointment of CA Karan Jit Singh Jasuja as an Independent Director of the Company from September 24, 2024 to September 23, 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 Mr. Jasuja and other relevant information as required under SEBI LODR Regulations and Secretarial Standard-2 are provided in Note No. 15 of this postal ballot notice.

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

Except Mr. Jasuja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 in the accompanying Postal Ballot Notice. Mr. Jasuja is not related to any Director or Key Managerial Personnel of the Company.

The Board, on the recommendation of NRC, recommends his appointment to the members for their approval by way of a Special Resolution as set out at Item No. 1 in the accompanying Postal Ballot Notice.

Place: Gurugram
Date: 24th September, 2024

By order of the Board of Directors
For 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)