

JBM Auto Limited

Plot No. 133, Sector 24,
Faridabad - 121 005 (Haryana)
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JBMA/SEC/2026-27/13
03rd June, 2026

Listing Department

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

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

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of Postal Ballot Notice dated May 11th, 2026 along with explanatory statement seeking approval of Members of the Company for the Resolutions as set out in the Postal Ballot Notice through Remote E-Voting process.

The Company has engaged services of KFin Technologies Limited for the purpose of e-voting facility to all its members. The schedule of events for Postal Ballot (remote e-voting) to be conducted are mentioned hereunder:

Sr. No.	Event Details	Date
1.	Cut-off date for determining the list of members eligible for remote e-voting and for sending of Postal Ballot Notice to members*	Friday, 29 th May, 2026
2.	E-voting Commencement date and time	Thursday, 04 th June, 2026 (09:00 A.M. IST)
3.	E-voting End date and time	Friday, 03 rd July, 2026 (05:00 P.M. IST)
4.	Declaration of Results of Postal Ballot	On or before i.e. Tuesday, 07 th July, 2026

**The said Notice is being sent today i.e. 03rd June 2026, only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories and whose names appear in the Register of Members as on Friday, 29th May 2026 (“Cut-off date”).*

A Soft copy of the Postal Ballot Notice can also be accessed at the Company’s website at <https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/> and on the website of the KFin Technologies Limited at <https://evoting.kfintech.com/>.

Kindly take the above information on your records.

Thanking you,
Yours faithfully,
For **JBM Auto Limited**

Sanjeev Kumar
Company Secretary
& Compliance Officer
M No. A18087

Place: Gurugram
Encl.: As above

Corp. Office : Plot No. 9, Institutional Area, Sector 44, Gurgaon- 122003 (Hr.) T:+91-124-4674500, 4674550 F:+91-124-4674599

Regd. Office : Plot No. 133, Sector – 24, Faridabad - 121005 (Hr.) T: +91 0129-4090200

CIN : L74899HR1996PLC123264

JBM Auto Limited

**Registered Office: Plot No. 133,
Sector – 24, Faridabad – 121005, Haryana
CIN: L74899HR1996PLC123264
E-mail: secretarial.jbma@jbmgroup.com;
Website: www.jbmgroup.com ;
Ph. +91 0129-4090200**



NOTICE OF POSTAL BALLOT

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of JBM Auto Limited (“the Company”) pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as ‘SEBI Circulars’) and other applicable laws and regulations, if any (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force) that the resolutions appended below is proposed to be passed by the Members of the Company through Postal Ballot only by way of voting through electronic means (“remote e-voting”). Members may note that the communication of assent or dissent of the Members on the proposed resolutions would take place only through the remote e-voting system.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out *inter-alia* the information as required under the SEBI Listing Regulations, SEBI Master Circular dated November 11, 2024 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)”, other material facts and the reasons / rationale thereof (‘Statement’) is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms an integral part of this Notice. You are requested to peruse the proposed resolution, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, appointed Mr. Dhananjay Shukla (Membership No. FCS 5886; CP No. 8271), Managing Partner of M/s Dhananjay Shukla & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of KFin Technologies Limited (“KFintech”) for providing remote e-voting facility to its all Members for this postal ballot process. Please refer instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

In compliance with the MCA and SEBI Circular(s), this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants / Registrar and Share Transfer Agent. Members whose e-mail address is not registered with the Company / Depositories / Depository Participants/ Registrar and Share Transfer Agent, may please follow the process

provided in the notes to the postal ballot notice for registration of e-mail address as well as to receive this Notice and login ID and password for remote e-voting.

Members are requested to follow the procedure and carefully read the instructions as stated in the Notes of the Postal Ballot Notice to cast their vote electronically not later than at **05:00 P.M. (IST) on Friday, 03rd day of July, 2026** i.e. the last day to cast vote electronically, to be eligible for being considered.

Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any Director/Key Managerial person duly authorised by him after completion of remote e-voting period who shall countersign the same. The results of the Postal Ballot will be announced within 2 working days from conclusion of the remote e-voting period. The results of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall also be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed. Additionally, the results shall be uploaded on the Company's website at <https://jbm buses.com/jbm-auto-ltd/scrutinizer-report-e-voting-results/> and on the website of KFintech at <https://evoting.kfintech.com>.

SPECIAL BUSINESSES:

Item No. 1

Material Related Party Transaction(s) with JBM Electric Vehicles Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation') and Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/ or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with JBM Electric Vehicles Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and subsidiary of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to Sale/Purchase of vehicles / spares / reconditioned engines / services / financial support/ financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or job work or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 4,500 Crores (Indian Rupees Four Thousand Five Hundred Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2

Material Related Party Transaction(s) with Ecolife Mobility EV Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’) and Section 188 and other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s)/ transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with Ecolife Mobility EV Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary / joint venture of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to Sale / Purchase of vehicles/ spares/ reconditioned engines / services / financial support/ financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or job work or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 3,250 Crores (Indian Rupees Three Thousand Two Hundred and Fifty Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s)/ transaction(s) shall be carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3

Material Related Party Transaction(s) with Ecolife Mobility Vehicles Private Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’) and Section 188 and other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include Finance Committee or any Committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/ or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with Ecolife Mobility Vehicles Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and Step down subsidiary / joint venture of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to Sale

/ purchase of vehicles/ spares/ reconditioned engines / services/ financial support / financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or job work or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 3,250 Crores (Indian Rupees Three Thousand Two Hundred and Fifty Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4

Material Related Party Transaction(s) with Ecolife GT Mobility Private Limited

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’) and Section 188 and other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include Finance Committee or any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with Ecolife GT Mobility Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary/joint venture of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to Sale/Purchase of vehicles / spares/ reconditioned engines / services / financial support/ financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or job work any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 1,100 Crores (Indian Rupees One Thousand One Hundred Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5

Material Related Party Transaction(s) with JBM Ecolife Mobility Haryana Private Limited

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

RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation') and Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with JBM Ecolife Mobility Haryana Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and step down subsidiary / joint venture of the Company) and as detailed in the Explanatory Statement annexed to this Notice with respect to Sale of vehicles/ spares/ reconditioned engines/ services / financial support/ financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity or any other financial support in legally permissible mode or job work any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 1,350 Crores (Indian Rupees One Thousand Three Hundred and Fifty Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No. 6

Material Related Party Transaction(s) between JBM Electric Vehicles Private Limited and JBM Green Energy Systems Private Limited

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

RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation') and Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) between JBM Electric Vehicles Private Limited ('JBMEV'), a subsidiary of the JBM Auto Limited and JBM Green Energy Systems Private Limited ('JBMG'), a subsidiary / Joint Venture of the 'JBMEV' and related parties under Regulation 2(1) (zb) of the SEBI Listing Regulations

as detailed in the Explanatory Statement annexed to this Notice with respect Sale, purchase and supply of batteries for EV Buses and job work etc. and financial assistance (undertakings, sponsor support, indemnity or any other financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work and other transactions related to business of the Company for an aggregate value not exceeding Rs. 1,500 Crores (Indian Rupees One Thousand Five Hundred Crore only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 7

Material Related Party Transaction(s) with JBM Ecolife Mobility Private Limited

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’) and Section 188 and other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s)/ transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with JBM Ecolife Mobility Private Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and a subsidiary/joint venture of the Company) and as detailed mentioned in the Explanatory Statement annexed to this Notice with respect to Sale of vehicles/ spares / reconditioned engines / services / financial support / financial assistance i.e. undertakings, sponsor support, Comfort letter, indemnity, Pledge or any other financial support in legally permissible mode or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 1,550 Crores (Indian Rupees One Thousand Five Hundred and Fifty Crore only) during the period of one year from the date of approval of the shareholders (This limit is in addition to any limit as approved by shareholders and specified period not expired) , on such terms and conditions as may be decided by the Board or Finance Committee or any other Committee of Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 8

Material Related Party Transaction(s) with Neel Metal Products Limited

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

“RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’) and Section 188 and other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, and as per the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include Finance Committee or any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or to enter into the material related party contract(s) / arrangement(s) / transaction(s) (whether any way of an individual transaction or series of transactions taken together or otherwise) with Neel Metal Products Limited (a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations) and as detailed in the Explanatory Statement annexed to this Notice with respect to Purchase and Sale of metal sheets, components, tools, dies and fixtures, equipment’s including hiring of services and job work etc. or any other related transactions to business of the Company for an aggregate value of not exceeding Rs. 1,500 Crores (Indian Rupees One Thousand Five Hundred only) during the period of one year from the date of approval of the shareholders, on such terms and conditions as may be decided by the Board from time to time, subject to such contract(s) / arrangement(s) / transaction(s) shall be carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors or Audit Committee or Finance Committee or any person so authorised by the Board of Directors or the Committee(s) in connection with matters referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 9

To consider and approve the pledge of shares of material subsidiary/joint venture i.e. JBM Ecolife Mobility Private Limited (‘JBM Ecolife’)

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

“RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable regulations, if any, issued by SEBI, and in accordance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall be deemed to include any Committee thereof, including the Finance Committee, constituted or to be constituted by the Board, to exercise its powers including the powers conferred by this Resolution) to permit, approve and/or authorize the occurrence of any action arising out of or in connection with the exercise of rights by any lender(s) and/or potential investor(s) of JBM Ecolife Mobility Private Limited (**“JBM Ecolife”**), in respect of any pledge, charge, lien or any other form of security or encumbrance created over the equity/Preference shareholding held by the Company in JBM Ecolife.

RESOLVED FURTHER THAT such approval shall include, without limitation, the enforcement or invocation of such security interest(s) by the relevant lender(s)/investor(s), and any consequential sale, transfer, assignment, or alienation of

such shares, including the grant of rights of invocation of pledge or similar rights as may be contractually agreed between JBM Ecolife, the Company and such lender(s) / investor(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to permit such actions which may result in (i) reduction of the Company's shareholding in JBM Ecolife to below fifty per cent (50%), thereby resulting in cessation of JBM Ecolife as a subsidiary of the Company, and / or (ii) disposal or deemed disposal (direct or indirect) of assets of JBM Ecolife amounting to twenty per cent (20%) or more of its total assets, in accordance with the applicable provisions of Regulation 24 of the SEBI LODR Regulations.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company and the subsidiaries be and are hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to and/or requiring any further consent from the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment / conveyance, undertaking and / or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

Item No. 10

Authorisation to Board under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the Special Resolution passed by the members of the Company at the Annual General Meeting held on 26th September, 2022 and pursuant to Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the enabling provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the 'Board', which term shall be deemed to include Finance Committee or any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks and / or Financial / Lending Institutions and/ or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies or such other Persons / Individuals, Authorities / Entities located in India or abroad whether by way of cash credit, working capital, term loan, advances in any form, bill discounting, commercial paper or other forms of credit or warrants, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether moveable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board upto a limit, the outstanding of which shall not exceed, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, at any given time (in addition to money already borrowed), Rs. 5,000 crores (Rupees Five thousand Crores only) or aggregate of its paid up share capital, free reserves and securities premium, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments

and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

Item No. 11

Authorisation to Board under Section 180(1)(a) of the Companies Act, 2013

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

RESOLVED THAT in supersession of the Special Resolution passed by the members of the Company at the Annual General Meeting held on 30th September, 2021 and pursuant to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Regulation 37A and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and other applicable SEBI regulations, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the 'Board', which term shall be deemed to include Finance Committee or any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage, pledge, create charges or hypothecation and to provide security as may be necessary on all undertakings of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such applicable terms and conditions for borrowings upto an amount of Rs. 5,000 Crores (Rupees Five Thousand Crores only) excluding existing secured or unsecured borrowing, at such time or times and from time to time and in such form or manner as the Board may in its absolute discretion deem fit, including the present and/ or future properties, whether movable or immovable comprised in any undertaking(s) of the Company, as the case may be, in favour of the banks, financial institutions, agent(s), trustee(s), Companies, government(s) / other agencies or any other person(s), entities located in India or abroad, for the purpose of securing the borrowings of the Company or any of the subsidiary(ies) of the Company already availed / to be availed including by way of loan(s) and securities (including fully/ partly convertible debentures / Foreign Currency Convertible Bonds and / or non-convertible debentures / Bonds with or without warrants or other debt instruments) issued / to be issued by the Company or any of the subsidiary(ies) of the Company from time to time, together with interest at the respective agreed rates, additional interest, compounded interest, accumulated interest, commitment charges, liquidated damages, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of fluctuation in the rates of exchange and all other monies payable by the Company in terms of Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings/debentures / Bonds and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) and the Board be and is hereby authorised to finalise, settle and authorize execution of such documents / deeds / agreements / papers etc.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to giving effect to the above resolution.

Item No. 12

Authorisation to Board under Section 185 of the Companies Act, 2013

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

RESOLVED THAT in supersession of the special resolution passed by the Members at the 27th Annual General Meeting of the Company held on 16th September, 2023 and pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules"), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory

modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby given to the Board of Director of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include Finance Committee or any Committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for making of loan(s) including any loan represented by way of Book Debt (the "Loan") to, and / or giving of guarantee(s), and/or undertaking/indemnity / comfort letter and/or providing of security(ies) in connection with any loan taken / to be taken in one or more tranches (subject to the exemption provided under this section) by Subsidiary/Joint Venture /Associate or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), from time to time, up to an aggregate amount , (This limit is in addition to any limit as approved by shareholders) not exceeding Rs. 5,000 Crore (Rupees Five Thousand Crores Only) in its absolute discretion deems beneficial and in the best interest of the Company, provided that such loans shall be utilized by the borrowing entity for its principal business activities.

RESOLVED FURTHER THAT any one Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate and finalize the terms & conditions of the transaction(s) in order to execute the same and to do all such acts, things or deeds and to authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.

By Order of the Board of Directors
For **JBM Auto Limited**

Sd/-

Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 11.05.2026

Place: New Delhi

Notes:

1. The explanatory statements pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 relating to the business specified in this Notice is annexed hereto and the same should be taken as part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, 29th day of May, 2026** (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://jbmbuses.com/jbm-auto-ltd/agm-notice-to-shareholders/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also being disseminated on the website of KFinTech (agency for providing the remote e-voting facility) i.e. <https://evoting.kfintech.com>.
4. The voting rights of the members shall be reckoned in proportion to the paid-up value of equity shares held by them as on close of business hours on cut-off date i.e. **Friday, 29th day of May, 2026**. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall only be considered eligible for the purpose of remote e-Voting and those members shall be entitled to cast their vote by remote e-voting. Any person who is not a member as on cut-off date should treat this notice for information purpose only.

It is clarified herein that, all members of the Company as on cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent) shall be entitled to vote on the aforementioned Resolution.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. To support the 'Green Initiative', members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited by sending an e-mail at admin@mcsregistrars.com or to the Company at jbma.investor@jbmgroup.com. Further, those members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/Annual Report and other communications electronically to their e-mail address in future.
6. The portal for remote e-voting will remain open for the Members for exercising their voting rights from **Thursday, 04th day of June, 2026 (09:00 A.M. IST) till Friday, 03rd day of July, 2026 (05:00 P.M. IST), both days inclusive**. Please note that remote e-voting module will be disabled for voting by KFintech after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently.
7. The resolution, if approved by the members through Postal Ballot with requisite majority, shall be deemed to have been duly passed on the last date of remote e-voting period i.e. **Friday, 03rd day of July, 2026** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Also, the resolution passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
8. A member cannot exercise his/ her vote by proxy on Postal Ballot.
9. All the material documents referred to in the explanatory statement are available for inspection at the Registered Office of the Company on any of the working days, except Saturday & Sunday and other public holiday(s) between **09:00 A.M. (IST) to 05:00 P.M. (IST)** from the date of dispatch of notice till the last date of remote e-voting.
10. **General instructions for remote e-voting are as under:**

The options for remote e-voting are explained herein below:

Option 1	Access to Depositories remote e-voting system in case of individual members holding shares in demat mode.
Option 2	Access to KFIN remote e-voting system in case of members holding shares in physical and non-individual members in demat mode.

A. Details of Option 1 are mentioned below:

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsd.com/</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Visit URL: https://www.cdslindia.com/</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-voting page without any further authentication.</p> <p>V. Click on e-voting service provider name to cast your vote.</p>

<p>2. User not registered for IDEAS e-Services To register click on link : https://eservices.nsdl.com/ I. Select “Register Online for IDEAS” II. Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration I. Proceed with completing the required fields.</p>
<p>3. By visiting the e-voting website of NSDL URL: https://www.evoting.nsdl.com/ I. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. II. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. III. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. IV. 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.</p>	<p>3. By visiting the e-voting website of CDSL URL: https://www.cdslindia.com/ I. Provide demat Account Number and PAN No. II. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. III. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.</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 above mentioned websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.:180021 09911

Individual Shareholders (holding securities in DEMAT mode) - Login through their Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name i.e., KFINTECH and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

B. Details of Option 2 are mentioned below:

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

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

- I. Initial Password is provided in the body of the email.
- II. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- III. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting your votes.
- IV. After entering the details appropriately, click on LOGIN.

- V. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), onenumeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password withany other person and take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.
- VII. On successful login, the system will prompt you to select the EVENT i.e. JBM Auto Limited and click on submit.
- VIII. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- IX. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multipletimes till you have confirmed that you have voted on the resolution.
- X. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- XI. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through email at dshukla.fcs@gmail.com and may also upload the same in the e-voting module in their login. The scannedimage of the above documents should be in the naming format 'Corporate Name **JBM Auto Limited**'.
- XII. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at <https://evoting.kfintech.com> under help section or call at 1800 309 4001 (toll free).
- XIII. All grievances connected with the facility for voting by electronic means may be addressed to KFintech by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free).
- XIV. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 to 8

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transaction(s) during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company (where Consolidated Turnover of Listed Company is upto Rs. 20,000 Crore as per the last audited financial statements), shall require prior approval of Members by means of an Ordinary Resolution. The said limits are applicable even if the transaction(s) are in the ordinary course of business and at an arm's length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction ('RPT') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

SEBI vide its circular dated 08th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs it has been decided to specify that the members approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months and in case of omnibus approvals for material RPTs, obtained from members in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

As per Regulation 23 of SEBI Listing Regulations, all Related Party transactions, if material, requires prior approval of shareholders, even if such transactions were in ordinary course of business and on arms' length basis. Given the nature of the industry, the Company works closely with its related parties including subsidiaries and joint venture Companies, to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. These transactions are undertaken to ensure operational efficiency, optimal resource utilization and synergetic growth across the group entities, while being in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Arising from the above regulations, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) entered/ to be entered with the related parties may exceed the materiality limits prescribed under Regulation 23 of SEBI Listing Regulations and the same would qualify as a material related party transaction under Regulation 23 of SEBI Listing Regulations.

The management has provided the Audit Committee with all the relevant details of the proposed RPTs including material terms and basis and other details as required under applicable laws. The proposed related party transactions are duly approved by the audit committee and also recommended by the Board of directors. While approving the related party transactions the audit committee has reviewed the certificate provided by Executive Director and CFO as required under the provision of LODR.

Further, the approved transaction(s) shall be carried out in the ordinary course of Business and at arm length basis. However, in the event any transaction(s), though forming part of the approved transactions, does not strictly meet the criteria of ordinary course of business or on arm's length basis, such transaction(s) shall be considered as valid transaction(s). Further, the Board of Directors or Audit Committee/Finance Committee shall also have the liberty to decide or allocate the specific limit for each transactions within the overall limit as may be approved by the members.

Accordingly, it is in the above context that the resolution at item no. 1 to 8 are proposed for the approval of the members under the SEBI Listing Regulations.

The members may note that in terms of the provisions of SEBI Listing Regulations, no related party shall vote to approve the ordinary resolution set forth at Item No. no. 1 to 8 of the notice, whether the same is a related party to the particular transaction or not.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("RPT Industry Standards") are set forth as "**Annexure-I**".

Interest of Director and Key Managerial Personnel is set forth in “**Annexure-I**”.

The Board of Directors recommend the Resolution set out at Item No. 1 to 8 of the accompanying notice for approval of members of the Company, who are unrelated/not related party vis-à-vis the subject matter of the contract/ transaction by Ordinary Resolutions.

Item No. 9

The Members may note that Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), provides that prior approval of the shareholders of a listed entity by way of special resolution is required for disposing of shares of the material subsidiary of a listed entity if the shareholding of the listed entity reduces to less than or equal to fifty percent post such disposal. Further, Regulation 24(6) of Listing Regulations, provides that prior approval of the shareholders of a listed entity by way of special resolution is required for selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary of a listed entity on an aggregate basis during a financial year.

As per Regulation 16(1)(c) of the Listing Regulations, a “material subsidiary” means a subsidiary whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

a. Introduction and transaction structure

JBM Ecolife Mobility Private Limited is a material subsidiary/joint venture of JBM Auto Limited and qualifies as a related party under Section 2(76) of the Companies Act, 2013. JBM Auto Limited is holding 83% of shares in JBM Ecolife Mobility Private Limited. It has been thought prudent by the management of the Company, to create pledge/security on the equity shares (held by the Company) as may be agreed between JBM Ecolife Mobility Private Limited and the lenders, which (in the event of enforcement) may lead to reduction of specified shareholding percentage of the Company and may result in disposal or deemed disposal (direct or indirect) of assets of JBM Ecolife amounting to twenty per cent (20%) or more of its total assets, in accordance with the applicable provisions of Regulation 24 of the SEBI LODR Regulations, 2015.

JBM Ecolife Mobility Private Limited Engaged in business of electric bus operations and the broader EV ecosystem, including supplying, operating, and maintaining electric buses and their related infrastructure directly or through its subsidiaries incorporated as SPVs.

b. Rationale of the Proposed Transaction

Your Company seeking approval of the Shareholders to Pledge its investment in share capital of JBM Ecolife Mobility Private Limited (Material Subsidiary) as a security against the financial facility as may be decided by the Board of Director or its committee as per Business Need and requirement of the Company from time to time.

It has, therefore, been thought prudent by the management of the Company to create pledge/security on the equity shares (held by the Company) as may be agreed between JBM Ecolife Mobility Private Limited and the lenders

The Board of Directors recommend the special resolution as stated in Item No. 9 of the accompanying Notice for the approval of the Members of the Company.

The relevant information(s) pertaining to Material Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (“RPT Industry Standards”) are set forth as “**Annexure-II**”.

None of the Directors / Key Managerial Personnel except Mr. Nishant Arya, Mr. Surendra Kumar Arya and / or their respective relatives and other promoters of the Company, are in anyway, concerned or interested, financially or otherwise, in respect of proposed Special Resolution at Item No.9.

Item No. 10 & 11

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), and any other applicable law/provisions, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the Company by a special resolution.

For this purpose, “Undertaking” has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Further, the expression “substantially the whole of the undertaking” in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Members are hereby informed that the members of the Company had approved borrowing limits under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) upto Rs. 2,000 Crore Annual General Meeting held on 26th September, 2022. Keeping in view your Company’s existing and future financial requirements for furtherance of its business operations and since the turnover of the Company is witnessing constant increase, your Company anticipates that the Company may require additional funds for smooth functioning of its operations. For this purpose and as per section 180(1)(c) of the Act, the Company is desirous of raising finance from various Banks and/or Financial Institutions and / or any other lending institutions and / or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence, it is proposed to increase the maximum borrowing limit as mentioned in the resolution.

The requisite authorisation is required to be given to the Board and its Finance committee to avail funds from the Banks and / or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources up to the aforesaid limit of Rs. 5,000 Crore or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

In order to facilitate the borrowings made/to be made by the Company, it would be necessary, that the said borrowings may be secured by way of charge / mortgage / hypothecation on the Company’s assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. Hence, it is proposed to increase the maximum borrowing limit as mentioned in the resolution.

None of the Directors / Key Managerial Personnel except Mr. Nishant Arya, Mr. Surendra Kumar Arya and/ or their respective relatives and other promoters of the Company, are in anyway, concerned or interested, financially or otherwise, in respect of proposed Special Resolution at Item No. 10 and 11.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board recommends the **SPECIAL RESOLUTIONS** as set out in Item No. **10 and 11** of this notice for the approval of members.

Item No. 12

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

- (a) a special resolution is passed by the Company in general meeting; and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Members are hereby further informed that the Company has subsidiary companies and associate companies including joint ventures (“Group Companies”). The Group Companies are in the prospect of growth and have plans to further expand their business operations.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the “loan”) to, and/or give guarantee(s) and / or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the “Loan”) taken/ to be taken by the Group Companies.

The said Loan(s) / guarantee(s)/security(ies) shall be utilized by the Group Companies for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

The Group Companies are entities covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to sub-section-2 of the Section 185 of the Act and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Act for making of Loan(s) to, and / or giving of guarantee(s), and / or providing of security(ies) in connection with any Loan taken/ to be taken by the Group Companies up to an aggregate amount not exceeding Rs. 5,000 Crore (Rupees Five Thousand Crores Only), as mentioned in the resolution.

None of the Directors / Key Managerial Personnel except Mr. Nishant Arya, Mr. Surendra Kumar Arya and / or their respective relatives and other promoters of the Company, are in anyway, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board recommends the **SPECIAL RESOLUTION** as set out in Item No. 12 of this notice for the approval of members.

By Order of the Board of Directors
For **JBM Auto Limited**

Sd/-

Sanjeev Kumar
Company Secretary
& Compliance Officer
M. No.: 18087

Date: 11.05.2026
Place: New Delhi

The relevant information(s) pertaining to Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (“RPT Industry Standards”) are set forth as “Annexure I”.

PART – A

	Resolution No	Resolution No.1	Resolution No.2	Resolution No.3	Resolution No.4	Resolution No.5	Resolution No.6	Resolution No.7	Resolution No.8
Sr. No.	Name of the Related Party (RP).	JBM Electric Vehicles Private Limited (CIN:U6400DL200PTC36195)	Ecolife Mobility EV Private Limited (CIN:U6211HR2023PTC151346)	Ecolife Mobility Vehicles Private Limited (CIN:U6211HR2023PTC151329)	Ecolife GT Mobility Private limited (CIN:U6211HR2023PTC151136)	JBM Ecolife Mobility Haryana Private Limited (CIN:U6400DL2023PTC352009)	JBM Electric Vehicles Private Limited (Subsidiary of the Company) and JBM Green Energy Systems Private Limited (“JBMG”) (CIN:U31909HR2019PTC084448) (Step Down Subsidiary/Joint Venture of the subsidiary of the Company)	JBM Ecolife Mobility Private Limited (CIN:U6004DL2020PTC375198)	Neel Metal Products Limited (CIN:U6010DL1597PL006642)
1	Country of incorporation.	India	India	India	India	India	India	India	India
	Nature of Business and	Engaged in business of designing and Manufacturing of diverse portfolio of Electric Buses and other allied activities.	Engaged in the electric mobility sector, offering bus operations, mobility solutions, and comprehensive maintenance and charging services for electric buses and their infrastructure.	Engaged in the electric mobility sector, offering bus operations, mobility solutions, and comprehensive maintenance and charging services for electric buses and their infrastructure.	Engaged in the electric mobility sector, offering bus operations, mobility solutions, and comprehensive maintenance and charging services for electric buses and their infrastructure.	Engaged in the electric mobility sector, offering bus operations, mobility solutions, and comprehensive maintenance and charging services for electric buses and their infrastructure.	JBM Electric Vehicles Private Limited Engaged in business of Manufacturing and selling of Electric Buses and other allied other activities. JBM Green Energy Systems Private Limited in the business of Battery manufacturing and other allied activities.	The Company operates within the electric mobility sector, offering bus operations, integrated mobility solutions, and comprehensive maintenance as well as charging services for electric buses and associated infrastructure, either independently or through its subsidiaries, including special purpose vehicles (SPVs) established for the execution of such activities.	Manufacturing of sheet metal, components, chassis, complete frames for two and three wheeler and Auto Components.
	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise)	A subsidiary of JBM Auto Limited. JBM Auto Limited is holding 85% of shares in JBM Electric Vehicles Private Limited	Step down subsidiary/joint venture of the company and qualifies as a related party under Section 2(76) of the Companies Act, 2013 JBM Ecolife Mobility Private Limited is holding 100 % of shares in Ecolife Mobility EV Private Limited.	Step down subsidiary/joint venture of the company and qualifies as a related party under Section 2(76) of the Companies Act, 2013. JBM Ecolife Mobility Private Limited is holding 100 % of shares in Ecolife Mobility Vehicles Private Limited.	Step down subsidiary/joint venture of the company and qualifies as a related party under Section 2(76) of the Companies Act, 2013. JBM Ecolife Mobility Private Limited is holding 100 % of shares in Ecolife GT Mobility Private Limited.	Step down subsidiary/joint venture of the company and qualifies as a related party under Section 2(76) of the Companies Act, 2013. JBM Ecolife Mobility Private Limited is holding 100 % of shares in JBM Ecolife Mobility Haryana Private Limited.	JBM Auto Limited holds 85% of Equity Share capital in JBM Electric Vehicles Private Limited and JBM Electric Vehicles Private Limited holds 51% of Equity Share capital in JBM Green Energy Systems Private Limited	JBM Ecolife Mobility Private Limited is a subsidiary and joint venture of JBM Auto Limited and qualifies as a related party in accordance with Section 2(76) of the Companies Act, 2013. JBM Auto Limited holds 83% shareholding in JBM Ecolife Mobility Private Limited.	Neel Metal Products Limited is Promoter Group company and qualifies as a related party under Section 2(76) of the Companies Act, 2013.

2	<p>a) Total amount of transactions undertaken during Previous financial year (2025-26) and in current financial year up to the quarter immediately preceding the quarter in which the approval is sought with the Related Party.</p> <p>(In view of the approval being sought during the first quarter of the current financial year the relevant information for the immediately preceding quarter, i.e. the final quarter of the previous financial year (FY 2025-26), has been included in transaction for FY 2025-26)</p>	<ul style="list-style-type: none"> • Sale of Capital Goods- Rs. 2.84 Crore • Sale of Goods and Services- Rs. 89.64 Crore • Reimbursement of Expenses - Rs. 18.09 Crore • Purchase of Goods and Services- Rs. 1555.00 Crore • Interest Income Rs. 0.26 Crore 	<ul style="list-style-type: none"> • Sale of Goods and Services- Rs. 147.10 Crore • Reimbursement of Expenses - Rs. 0.28 Crore • Surety Given -Rs. 13.01 Crore 	<ul style="list-style-type: none"> • Surety Given -Rs. 16.11 Crore • Sale of Goods and Services- Rs. 190.02 Crore 	<ul style="list-style-type: none"> • Sale of Goods and Services- Rs. 226.50 Crore 	<ul style="list-style-type: none"> • Sale of Goods and Services: Rs. 166.01 Crore • Reimbursement of Expenses - Rs. 0.09 Crore 	<p>Transactions of JBM Electric Vehicles Private Limited with JBM Green Energy Systems Private Limited</p> <ul style="list-style-type: none"> • Purchase of Goods and Services- Rs. 714.04 Crore • Reimbursement of expenses - Rs. 0.50 crores • Sales of Goods and services- Rs. 3.03 crores • Surety Given- Rs. 100 Crore 	<ul style="list-style-type: none"> • Purchase of Goods- Rs. 11.67 Crore • Sale of Goods and Services- Rs. 66.83 Crore • Reimbursement of Expenses - Rs. 3.63 Crore • Loan Given- Rs. 63.87 Crore • Interest Income- Rs. 22.40 Crore • Surety Given- Rs. 53.84 Crore 	<ul style="list-style-type: none"> • Purchase of Goods- Rs. 927.39 Crore • Sale of Goods and Services- Rs. 104.88 Crore • Reimbursement of Expenses - Rs. 18.27 Crore • Sale of Capital Goods - Rs. 0.037 Crore
	b) Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA	NA	NA	NA	NA	NA	NA
3	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 4500 Crore	Rs. 3250 Crore	Rs. 3250 Crore	Rs. 1100 Crore	Rs. 1350 Crore	Rs. 1500 Crore	Rs. 1550 Crore	Rs. 1500 Crore
4	Whether the proposed transactions taken together with the transactions undertaken with the RP during the current financial year would render the proposed transaction a material RPT	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Value of the proposed transaction as a percentage of the listed Company's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in legally permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 4500 Crores which constitutes approx. 73.91% of consolidated turnover</p>	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 3250 Crores which constitutes approx. 53.38 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 3250 Crores which constitutes approx. 53.38 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 1100 Crores which constitutes approx. 18.06 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 1350 Crores which constitutes approx. 22.77 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, purchase and supply of batteries for EV Buses and other related parts, financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 1500 Crores which constitutes approx. 24.63 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, Purchase of vehicles/ spares/ reconditioned engines/ services/ financial assistance (undertakings, sponsor support, indemnity or any financial support in permissible mode / payment of incentives & commission, other expenditure (warranty, sales promotion, etc.) job work at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 1550 Crores which constitutes approx. 25.45 % of consolidated turnover.</p>	<p>An enabling resolution has been sought Sale, Purchase and Sale of metal sheets, components, tools, dies and fixtures, equipment's including hiring of services and job work etc. or any other related transactions to business of the Company at arm's length basis and in ordinary course of business.</p> <p>However we are seeking approval upto Rs. 1500 Crores which constitutes approx. 24.63 % of consolidated turnover.</p>

12	Justification as to why the proposed RPT to be entered are in the interest of the Company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	JBM Ecolife Mobility Private Limited, being a subsidiary/joint venture of the company, is currently in the process of expanding its business operations. The proposed transactions are in the ordinary course of business and on an arm's length basis. They facilitate efficient operations, optimal utilisation of resources and continuity of business on commercially reasonable terms consistent with prevailing market practices and are therefore in the best interest of the Company. Furthermore, these transactions help to increase the consolidated turnover and profit of the listed entity and the ultimate beneficiary of such support will be the parent company.	The proposed transactions are in the ordinary course of business and on an arm's length basis and will help the Company in achieving synergies and economies of scale which would help to bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the Company.
13	Name of Director(s) or Key Managerial Personnel who has interest in related party (Directly/ Indirectly), if any:	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya, Mr. Surendra Kumar Arya, Mr. Dhiraj Mohan, or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya, Mr. Surendra Kumar Arya and Mr. Sanjay Kumar Rusia or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.	None of the Directors and Key Managerial Personnel except Mr. Nishant Arya and Mr. Surendra Kumar Arya or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution.
14	A copy of the valuation or other external party report, if any such report has been relied upon.	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

PART-B (RESOLUTION NO. 1 TO 8)

INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT AS MENTIONED BELOW IS PROPOSED TO BE UNDERTAKEN AND IS IN ADDITION TO PART A

Sr. No.	Particulars of the information	Information provided by the Management
B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable. The transactions are to be entered into in the ordinary course of business on an arm's length basis, based on mutually agreed commercial terms.
2	Basis of determination price	The consideration for the aforementioned transactions has been determined on an arm's length basis, following an evaluation of comparable market benchmarks, prevailing commercial conditions, and applicable regulatory requirements. Furthermore, based on the findings of the EY study report, the Company's operating profit margins fall within or exceed the prescribed range, thereby substantiating that the related party transactions have been conducted at arm's length and without any conflict of interest.
3	Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance, tenure and whether it is self-liquidating	(As per trade practice)
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance Companies/housing finance companies.	Internal Accruals, Divestment proceeds and any other legally permissible Sources of Finance/Fund.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not applicable at present, since no decision has been taken as of date. The matter shall be appropriately disclosed to, and considered by, the Audit Committee/ Board of Directors/Finance Committee before any financial indebtedness is incurred.
3	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Inter-corporate deposits aggregating up to Rs. 350 crores, outstanding at any point in time, may be extended for a tenure of up to three (3) years, with an option for pre-closure upon providing one (1) day's prior notice. Such deposits may, subject to compliance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws time being in force, be converted into share capital at the price as may be determined by the registered valuer as prescribed under Companies Act 2013. The interest rate applicable to such deposits shall be aligned with prevailing third-party borrowing rates for comparable tenures and terms. Interest shall be payable on an annual basis, and the principal amount shall be repaid in a lump sum upon maturity. All such inter-corporate deposits shall be unsecured in nature. For any further required details, please refer point mentioned above.
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Principal business activities and meet the working capital requirements of the respective Company

B (4). In case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1	(a) Rationale for giving surety/Undertaking or any other Financial support	<ol style="list-style-type: none"> 1. JBM Electric Vehicles Private Limited 2. JBM Green Energy Systems Private Limited (subsidiary/Joint venture of JBM Electric Vehicles Private Limited) 3. JBM Ecolife Mobility Private Limited and, its following subsidiaries: <ol style="list-style-type: none"> (a) Ecolife Mobility EV Private Limited, (b) Ecolife Mobility Vehicles Private Limited, (c) Ecolife GT Mobility Private Limited, and (d) JBM Ecolife Mobility Haryana Private Limited <p>are currently in the process of expanding their business operations and in this context, certain financial support may be required in the future, including the issuance of undertakings and any other support permissible under applicable laws. The ultimate beneficiary of such financial support would be the parent company. Furthermore, while extending financial facilities to subsidiary companies, lenders may require undertakings, guarantees, indemnities, or letters of comfort from the holding company.</p>
	(b) Whether it will create a legally binding obligation on listed entity?	YES: The provision of financial support, in any form, may give rise to legal obligations. However, where a shortfall undertaking is executed, the related liability shall be limited only to the amount of funds actually infused under such undertaking.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	NIL
3	(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Repayment of the loan shall be effected by the borrower from its internal accruals or by way of a fresh issuance of capital or any other legally permissible Financial Resources.
4	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The overall financial support required for the project's operations cannot currently be determined. However, any future financial support, if needed, will be limited to amounts approved by the competent authority from time to time. Such support shall be recoverable from the subsidiary company through its revenue streams or by any other legally permitted means in compliance of Companies Act 2013 and SEBI Listing Regulations, 2015.

Disclosure for B(3) ,B(5), B(6), and B(7) are not applicable .

PART-C (Resolution No. 1 TO 8)

C (1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

1	Latest credit rating of the related party	No Credit Rating
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No Default by Related Parties None of the related parties have been classified as Non-Performing Assets (NPAs) or wilful defaulters by any bank or financial institution. Further, none of the related parties are undergoing insolvency or liquidation proceedings. Additionally, none of the related parties (being non-MSMEs) are subject to any disqualifications under Section 29A of the Insolvency and Bankruptcy Code, 2016.

C (3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	No Credit Rating
2	Details of solvency status and going concern status of the related party during the last three financial years:	All related parties, being subsidiaries or step-down subsidiaries of JBM Auto Limited, have remained technically solvent and operated as going concerns over the past three financial years.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The total financial support required for the operation of the project cannot be determined at present. However, any financial support that may be extended in the future, if required, shall be limited to such amount as may be approved by the competent authority from time to time. Any such support extended shall be recoverable from the subsidiary company through its revenue streams or through any other legally permissible mode.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No Default by any related party

Disclosure for C(2), C(4), C(5), and C(6) not applicable .

The relevant information(s) pertaining to Related Party Transactions as required under SEBI Listing Regulations along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("RPT Industry Standards") are set forth as "Annexure-II".

PART – A:

	Resolution No	Resolution No. 9
Sr. No.	Name of the Related Party (RP)	JBM Ecolife Mobility Private Limited (CIN: U50404DL2020PTC375198)
1	Country of incorporation	India
	Nature of Business and	The Company operates within the electric mobility sector, offering bus operations, integrated mobility solutions, and comprehensive maintenance as well as charging services for electric buses and associated infrastructure, either independently or through its subsidiaries, including special purpose vehicles (SPVs) established for the execution of such activities.
	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise)	JBM Ecolife Mobility Private Limited is a subsidiary and joint venture of JBM Auto Limited and qualifies as a related party in accordance with Section 2(76) of the Companies Act, 2013. JBM Auto Limited holds 83% shareholding in JBM Ecolife Mobility Private Limited. Nature of Concern – Financial: As the subsidiary is currently in the phase of business expansion, JBM Auto Limited may, as and when required, provide financial assistance or support to JBM Ecolife Mobility Private Limited, in compliance with applicable laws and internal governance policies.
2	a) Total amount of transactions undertaken during Previous financial year and in current financial year up to the quarter immediately preceding the quarter in which the approval is sought with the Related Party. (In view of the approval being sought during the first quarter of the current financial year, the relevant information for the immediately preceding quarter, i.e., the final quarter of the previous financial year (FY 2025-26), has been included in the transactions for FY 2025-26)	<ul style="list-style-type: none"> • Purchase of Goods-Rs. 11.67 Crore • Sale of Goods and Services- Rs. 66.83 Crore • Reimbursement of Expenses - Rs. 3.63 Crore • Loan Given-Rs. 63.87 Crore • Interest Income-Rs. 22.40 Crore • Surety Given- Rs. 53.84Crore
	b) Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA
3	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	At this stage we are seeking approval of shareholders to pledge the Investment of the Company in share capital of JBM Ecolife Mobility Private Limited and as on the date we have not obtained valuation of Investment. The aggregate investment of the Company in JBM Ecolife Mobility Private Limited is approximately Rs. 366 Crore. Further Quantum of shares to be pledged will be decided at the time of availing the Financial Facility in JBM Ecolife Mobility Private Limited.
4	Whether the proposed transactions taken together with the transactions undertaken with the RP during the current financial year would render the proposed transaction a material RPT	Yes
5	Value of the proposed transaction as a percentage of the listed Company's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26	At this stage we are seeking approval of shareholders to pledge the Investment of the Company in share capital of JBM Ecolife Mobility Private Limited and as on the date we have not obtained valuation of this Investment. Further, the value of the Material Related Party Transaction shall be up to the limit specified in Resolution No. 7.
6	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable, as the listed entity is directly involved.
7	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Not applicable, as the listed entity consolidated turnover is available

8	Financial performance of related party for immediately preceding financial year i.e. FY 2025-26	In crore	In crore
		Turnover	46.70
		Profit after Tax	(50.39)
		Net Worth	(67.18)
9	Type and Details of proposed transaction		
a.	Sale of Goods and Services		As mentioned in Point 5 above.
b.	Undertaking / Indemnity/Comfort Letter / Shortfall undertaking / Assurance or any other support legally permissible / Pledge		As mentioned in Point 5 above.
c.	Financial Assistance(Including Loan)		As mentioned in Point 5 above.
10	Total Value and Tenure of Proposed Transaction		As mentioned in Point 5 above and valid for 1 year.
11	Whether omnibus approval being sought?		Yes
12	Justification as to why the proposed RPT to be entered are in the interest of the Company.		In the course of financing such buses and allied products, financial institutions may require support mechanisms such as shortfall undertakings, sponsor support, indemnities, or Pledge or other forms of financial assistance as legally permissible. Given that the SPVs are newly incorporated entities, such support is often necessary to facilitate financing arrangements and ensure smooth execution of business operations. All such transactions and support arrangements shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013, and the Company's internal governance policies and frameworks.
13	Name of Director(s) or Key Managerial Personnel who has interest in related party (Directly/ Indirectly), if any:		None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any manner, financially or otherwise concerned or interested in the proposed resolution, except the promoters.
14	A copy of the valuation or other external party report, if any such report has been relied upon.		Not applicable

PART-B

INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT AS MENTIONED BELOW IS PROPOSED TO BE UNDERTAKEN AND IS IN ADDITION TO PART A

Sr. No.	Particulars of the information	Information provided by the Management
B (6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.		
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	As on date, the matter is not applicable, as the Company is seeking approval exclusively for the creation of a pledge over shares in favour of prospective investors and/or lenders. In the event of any such requirement arising subsequently, the Company shall undertake necessary actions in accordance with the terms and conditions mutually agreed with the lenders and the Company, subject to obtaining requisite shareholder approvals.
2	Basis of determination of price	As on date, the market value of the shares is not readily determinable, given that the transaction is limited to the creation of a pledge over the said shares. The aggregate investment of the Company in the share capital of JBM Ecolife Mobility Private Limited is approximately Rs. 366 Crore
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	As on date, the matter is not applicable, as the Company is seeking approval exclusively for the creation of a pledge over shares in favour of prospective investors and/or lenders.
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable as on date. Kindly refer to Point No. 3 of the table for relevant details.
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	
	a. Expected impact on turnover	
	b. Expected impact on net worth	

PART-C

C(5) Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	None
Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No
Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No
Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
Are there any other major non-financial reasons for going ahead with the proposed transaction?	The proposed RPTs will help the Company in achieving synergies and economies of scale the RPTs would help bring efficiency in operational parameters. Further, the proposed RPT's will be in the best interest of the members.
Disclosure for C(1), C(2) , C(3), C(4) and C(6) not applicable .	