



JAYEM AUTOMOTIVES PRIVATE LIMITED

CIN: U00292TZ1999PTC011979

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company, M/s. Jayem Automotives Private Limited, will be held on Wednesday, 22nd July 2025 at 3:00 P.M. (IST) through Video Conferencing facility, to transact the following ordinary and special businesses.

ORDINARY BUSINESS

1. To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT the Board's Report, Audited financial statements for the financial year ended 31st March 2025 and the report of Auditors as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

2. To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M A M Arunachalam (DIN: 00202958), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

3. To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Annamalai Meyyappan (DIN: 09734309), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**

RESOLVED THAT Mr. Jalaj Gupta (DIN: 10814463), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 10th December 2024 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.



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5. To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION

RESOLVED THAT Mr. S Gopalakrishnan (DIN: 10349270), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 21st January 2025 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

For and on behalf of the Board
For **JAYEM AUTOMOTIVES PRIVATE LIMITED**

M A M Arunachalam
Chairman

Place: Chennai
Date: 24th April 2025



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NOTES:

1. The Annual General Meeting ("AGM") of the Company is being held through VC / OAVM at Registered Office of the Company being deemed venue for the meeting in compliance with the Ministry of Corporate Affairs ("MCA") circulars dated 19th September 2024 read with the Companies Act, 2013 ("Act") and as per the prescribed procedures and manner for conducting Extra-ordinary General Meeting through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at an AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The link to join the meeting will be circulated to the members.
5. Pursuant to the provisions of Section 113 of the Act, body corporate Members who intend their authorised representative(s) to attend the AGM are requested to send, to the Company, a certified copy of the resolution of its board of directors or other governing body, authorizing such representative(s) to attend the AGM through VC/OAVM facility and participate thereat and cast their votes through poll. The said resolution/authorization shall be sent to the company by e-mail through its registered e-mail address to ticmpl-secretarial@tii.murugappa.com
6. Members are requested to convey their vote on the resolutions to the registered e-mail of the Company i.e., ticmpl-secretarial@tii.murugappa.com
7. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Business is annexed herewith.
8. All documents referred in this Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) till the conclusion of this General Meeting.



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ANNEXURE TO THE NOTICE

STATEMENT IN RESPECT OF ITEM NO. 4 & 5 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Jalaj Gupta holding DIN: 10814463

Mr. Jalaj Gupta (having DIN: 10814463), aged 52 years, was appointed as an Additional Director of the Company on 10th December 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

He has about three decades of distinguished experience in business strategy, business planning and acquisition, product development, marketing performance, revenue, profit generation, vendor and channel management in the automobile industry. He is currently the Managing Director of M/s. TI Clean Mobility Private Limited, holding company and is also on the Boards of M/s. IPLTech Electric Private Limited ("IPLT") and M/s. TIVOLT Electric Vehicles Private Limited ("TIVOLT"), fellow subsidiaries.

The Board is of the view that the appointment of Mr. Jalaj Gupta (having DIN: 10814463) as a Director would be beneficial to the Company and hence it recommends the said Resolution for approval by the members of the Company.

Mr. Jalaj Gupta (having DIN: 10814463) has attended all the Board meetings held during the year from the date of appointment.

Except Mr. Jalaj Gupta, being the appointee, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to his Appointment as Director of the Company.

ITEM NO. 5

Mr. S Gopalakrishnan (DIN: 10349270)

Mr. S. Gopalakrishnan (having DIN: 10349270), aged 52 years, was appointed as an Additional Director of the Company on 21st January 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.



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He was part of Tube Investments of India Limited for about 16 years and held various roles in this regard at Tubes Products of India, TIDC India, TI Cycles of India etc.,. He is currently the Chief Financial Officer of TI Clean Mobility Private Limited and also on the Board of TIVOLT Electric Vehicles Private Limited, fellow subsidiary.

The Board is of the view that the appointment of Mr. S. Gopalakrishnan (having DIN: 10349270) as Director would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

Mr. S. Gopalakrishnan (having DIN: 10349270) has attended all the Board meetings held during the year from the date of his appointment.

Except Mr. S. Gopalakrishnan, being the appointee, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to his Appointment as Director of the Company.

For and on behalf of the Board
For **JAYEM AUTOMOTIVES PRIVATE LIMITED**

M A M Arunachalam
Chairman

Place: Chennai
Date: 24th April 2025