

**JAYEM AUTOMOTIVES PRIVATE LIMITED**  
**CIN: U00292TZ1999PTC011979**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 25th Annual General Meeting of the Members of the Company, M/s. Jayem Automotives Private Limited, will be held on Wednesday, 26th June 2024 at 5:00 P.M. (IST) through Video Conferencing facility, to transact the following ordinary and special businesses.

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

RESOLVED that the audited financial statements for the financial year ended 31<sup>st</sup> March 2024, together with the Directors' report and the auditors' report thereon 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**

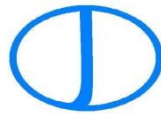
RESOLVED THAT the approval of the members be and is hereby accorded for the appointment of Mr. M A M Arunachalam (DIN: 00202958), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 23<sup>rd</sup> August 2023 under Section 161(1) of the Companies 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, as a Non-Executive Director, liable to retire by rotation.

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

RESOLVED THAT the approval of the members be and is hereby accorded for the appointment of Mr. Kalyan Kumar Paul (DIN: 08935145), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 23<sup>rd</sup> August 2023 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, as a Non-Executive Director, liable to retire by rotation.

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

RESOLVED THAT the approval of the members be and is hereby accorded for the appointment of Mr. Annamalai Meyyappan (DIN: 09734309), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 23<sup>rd</sup> August 2023 under Section 161(1) of the Companies Act, 2013 and other



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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, as a Non-Executive Director, liable to retire by rotation.

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

RESOLVED THAT the approval of the members be and is hereby accorded for the appointment of Mr. Anurag Vohra (DIN: 10253815), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 23<sup>rd</sup> August 2023 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, as a Non-Executive Director, liable to retire by rotation.

**6. 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. Nageswararao Dukkupati (DIN: 02009886) who retires by rotation, be and is hereby re-appointed as a Director of the Company.

**7. 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), Mrs. Devika Anand (DIN:02009851) who retires by rotation, be and is hereby re-appointed as a Director of the Company.

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

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S allotted by The Institute of Chartered Accountants of India be and are hereby appointed as statutory auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth



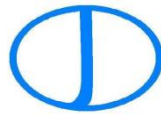
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Annual General Meeting for a tenure of 5 years, at a remuneration of Rs.5,00,000/- (Indian Rupees Five Lakhs only) for FY 2024-25 plus applicable taxes in addition to reimbursement of out-of-pocket expenses incurred by them in connection with the said audit and for the financial years 2025-26 till 2028-29, on such remuneration as may be determined by the Board of Directors.

By Order of the Board  
For **JAYEM AUTOMOTIVES PRIVATE LIMITED**

**M A M Arunachalam**  
**Chairman**

**Place: Chennai**  
**Date: 24th April 2024**

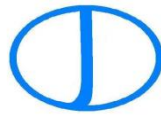


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**NOTES:**

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 25<sup>th</sup> September 2023 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](mailto: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](mailto: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. 2 TO 5 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 2**

**Mr. M A M Arunachalam holding DIN: 00202958**

Mr. M A M Arunachalam holding DIN: 00202958 is proposed to be appointed as director of the Company. For the appointment of Mr. M A M Arunachalam as director, the Company has received requisite consent and disclosure forms. The Company has also received a notice in writing from a member of the Company for the eligibility of the aforementioned director proposed to being appointed.

Mr. M A M Arunachalam is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board is of the view that the appointment of Mr. M A M Arunachalam as Director would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the members of the Company.

Mr M A M Arunachalam has attended all the Board meetings held during the year from the date of appointment.

Except Mr. M A M Arunachalam, 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. 3**

**Mr. Kalyan Kumar Paul (DIN: 08935145)**

Mr. Kalyan Kumar Paul (DIN: 08935145) is proposed to be appointed as director of the Company. For the appointment of Mr. Kalyan Kumar Paul as director, the Company has received requisite consent and disclosure forms. The Company has also received a notice in writing from a member of the Company for the eligibility of the aforementioned director proposed to being appointed.

Mr. Kalyan Kumar Paul is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.



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The Board is of the view that the appointment of Mr. Kalyan Kumar Paul 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. Kalyan Kumar Paul has attended all the Board meetings held during the year from the date of appointment.

Except Mr. Kalyan Kumar Paul, 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. 4**

**Mr. Annamalai Meyyappan (DIN: 09734309)**

Mr. Annamalai Meyyappan (DIN: 09734309) is proposed to be appointed as director of the Company. For the appointment of Mr. Annamalai Meyyappan as director, the Company has received requisite consent and disclosure forms. The Company has also received a notice in writing from a member of the Company for the eligibility of the aforementioned director proposed to being appointed.

Mr. Annamalai Meyyappan is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board is of the view that the appointment of Mr. Annamalai Meyyappan as Director would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

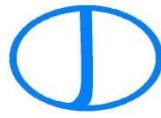
Mr. Annamalai Meyyappan has attended all the Board meetings held during the year from the date of appointment.

Except Mr. Annamalai Meyyappan, 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. Anurag Vohra (DIN: 10253815)**

Mr. Anurag Vohra (DIN: 10253815) is proposed to be appointed as director of the Company. For the appointment of Mr. Anurag Vohra as director, the Company has received requisite consent and disclosure forms. The Company has also received a notice in writing from a member of the Company for the eligibility of the aforementioned director proposed to being appointed. Accordingly, the resolution at Item No. 5 of this



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notice is recommended by the Board of Directors for the approval of the shareholders of the Company as an ordinary resolution.

Mr. Anurag Vohra is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board is of the view that the appointment of Mr. Anurag Vohra as Director would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

Mr. Anurag Vohra has attended all the Board meetings held during the year from the date of appointment.

Except Mr. Anurag Vohra, 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.