

Jayem Automotives Private Limited
Reg. Office: No.2, Ondipudur Road, Singanallur, Coimbatore- 641005
CIN: U00292TZ1999PTC011979
E-mail accounts@jayemauto.com

NOTICE CONVENING EXTRA-ORDINARY GENERAL MEETING

Shorter NOTICE is hereby given that an **Extra-ordinary General Meeting** of the Members of Jayem Automotives Private Limited will be held at a shorter notice on **Saturday, the 30th March, 2024 at 1.00 P.M.** through Video Conferencing (VC) at the registered office of the Company at No.2, Ondipudur Road, Singanallur, Coimbatore- 641005, to transact the following Special businesses.

1. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to the provisions of Section 180 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Rules thereunder relating to borrowing, as may be amended from time to time, the Board of Directors of the Company is hereby authorised to borrow any sum or sums of moneys as it may deem fit notwithstanding that the aggregate of such borrowings exceeds the paid up capital and free reserves of the Company, provided however that the aggregate of amounts borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in the aggregate the Company's Net Worth (as defined under the Act) by Rs.50 Crores (Rupees Fifty Crores only).

By Order of the Board
For JAYEM AUTOMOTIVES PRIVATE LIMITED

Chairman

Place : Coimbatore
Date : 30th March 2024

NOTES:

1. The Extraordinary General Meeting("EGM") 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 25th 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 the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this EGM 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 EGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members attending the EGM through VC will 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 EGM 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 EGM 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 tii-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., tii-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. 1 OF THE NOTICE PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.1

The Company is currently setting up the battery packing facility at a total capital cost of about Rs. 27 Cr. This capital expenditure is to be predominantly funded through term loan from bank(s). In this connection, the Company has approached various banks and has received sanction letter from M/s. The South Indian Bank Limited ("SIB") for a term loan of Rs. 18 Cr. and enhancement in the working capital facilities from Rs. 10 Cr. to Rs. 30 Cr. in order to manage the additional working capital requirement for the battery pack facility. The term loan and working capital limits will be secured by way of entire plant & machinery and inventory & receivables respectively. The proposed term loan and additional working capital facilities together with the existing facilities will exceed the limits available under Section 180 of the Companies Act, 2013.

Considering the business activities, the Company may have to resort to additional borrowings from time to time. Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the rules thereunder, the Members' approval is sought for the proposal as contained in the Special Resolution under the Notice vesting the Board with the authority to borrow monies notwithstanding that the aggregate of such borrowings exceeds the paid up capital and free reserves of the Company, provided however that the aggregate of amounts borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in the aggregate the Company's Net Worth (as defined under the Act) by Rs. 50 Crores (Rupees Fifty Crores Only).

The Board recommends the Resolution for Members' approval as the same will be in the best interests of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For JAYEM AUTOMOTIVES PRIVATE LIMITED

Place : Coimbatore
Date : 30th March 2024

Chairman