

JCB INDIA LIMITED

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044
CIN: U74899DL1979PLC009431

NOTICE

Notice is hereby given that the 1/2023-24 Extra Ordinary General Meeting of JCB India Limited to be held at shorter notice at 5:00 p.m. on Monday, July 10, 2023, at the Registered Office of the Company at B - 1/ I-1, 2nd Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 (India) to transact the following business:

SPECIAL BUSINESS

APPROVAL FOR ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS 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 pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof, for the time being in force) and registration with the Registrar of Companies, NCT of Delhi & Haryana and any other statutory or regulatory authority, consent of Shareholders of the Company be and is hereby accorded to append following sub clauses from (h) & (i) after sub clause (g) in clause 3 (a) (1) of the Memorandum of Association of Company:

“(h) To carry on the business of manufacturer, supplier, agents, distributors, trader, buyer, seller, dealer, producer, licensor (licensee or sub-licensee), importer, exporter, whole seller, retailer in all types of consumer goods including but not limited to

- (i) Clothing for men, women, kids including but not limited to T-shirts, shirts, hoodies, bottoms, caps, socks, etc.*
- (ii) Toys, merchandise including but not limited to bags, water bottles, bed sheets, play mats, football, lunches, umbrellas, rainwear, keyrings, pin badges, mouse mats, flasks, badges, coasters, USB’s, bottles, lanyards, folders, golf accessories, clock & watches, headwear, Luggage/travel accessories etc.*
- (iii) Personal Protective Equipment (PPE/Safety products) and its related equipment, accessories etc.*
- (iv) HVLS fans, industrial evaporative air coolers and industrial work fans, material handling accessories etc.*

(i) (i) To manufacture, procure, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service including but not limited to carry on business of converters, transformers, transmitters, processors, storers, dealers in generators and generating sets and general-purpose engines, machinery, equipment and any other power products incorporating such engines and such products and/or any variant derived from such business and also component parts thereof, spare parts, accessories, tools, implements, materials therefor and products for generation of electricity, produce pumping water for industrial, agriculture, domestic or any other application whether powered by using gas, petroleum, diesel oil, coal, kerosene, steam, oil vapour, solar energy or any other motive or mechanical/hydro based power.

(ii) To manufacture, assemble, buy, sell, distribute, import, alter, remodel, hire, exchange repair, service and otherwise deal in types of parts, gears, transmission, axles, joints, springs, lamps, chains, bodies, frames, chassis, engines, tyres, tubes, batteries, goods, instruments, laminations, stampings, windings, electronics and electrical components, accessories, raw materials of every kind and description required for capable of being used for or in connection with the power generators.”

RESOLVED FURTHER THAT Board of Directors of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

For & on behalf of JCB India Limited

Shweta Gupta
Company Secretary

Date: June 30, 2023

Place: Ballabgarh, Haryana

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.
2. MEMBERS/PROXIES/REPRESENTATIVES SHOULD BRING THE ENCLOSED DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.
3. EXPLANATORY STATEMENTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013 ARE ANNEXED.
4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND EXPLANATORY STATEMENT WILL BE AVAILABLE FOR INSPECTION BY MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY DURING OFFICE HOURS ON ALL WORKING DAYS, EXCEPT SATURDAYS, SUNDAYS AND PUBLIC HOLIDAYS UP TO AND INCLUSIVE OF THE DATE OF THE GENERAL MEETING. FURTHER THE REGISTER OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 THE REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS

ARE INTERESTED UNDER SECTION 189 OF THE ACT WILL ALSO BE AVAILABLE FOR INSPECTION AT THE MEETING.

5. A ROUTE MAP SHOWING DIRECTIONS TO REACH THE VENUE ALONG WITH PROMINENT LANDMARKS OF THE GENERAL MEETING IS GIVEN AT THE END OF THIS NOTICE.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required in terms of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned under “Special Business” in the accompanying Notice:

The principal business of the Company is of construction and earthmoving machinery, agricultural machinery, scissor lift and its allied equipment and other activities incidental to it including research and development, engineering of designs, drawings etc. and also providing management services to its group companies.

Management is evaluating the possibility of undertaking licensing business in consumer products in order to supplement and promote its main business activity.

Also, management is looking after the prospect of undertaking business in generators, generating sets, its spare parts and other incidental activities relating to it along with the existing business operations of the Company.

To enable the Company to commence the aforesaid businesses, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clauses (h) and (i) after sub clause (g) in clause 3 (a) (1) as stated in the Resolution in the annexed notice. The above amendment would be effective after the registration by the Registrar of Companies, NCT of Delhi & Haryana and approval by any other statutory or regulatory authority, as may be required.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the General Meeting.

The Directors recommend the passing of the Resolution as a Special Resolution.

None of the Directors, KMPs, or their relative are interested or concerned, financially or otherwise, in the set-out resolution.

For & on behalf of JCB India Limited

Shweta Gupta
Company Secretary

Date: June 30, 2023

Place: Ballabgarh

JCB INDIA LIMITED

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CIN: U74899DL1979PLC009431

ATTENDANCE CARD

Extra Ordinary General Meeting, _____.

Folio No. /DP Client ID _____ No. of shares _____
Name _____

Address _____

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company being held at 5:00 p.m. on Monday, July 10, 2023 at the Registered Office of the Company at B - 1/ I-1, 2nd Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 (India).

Signature of Member/ proxy

JCB INDIA LIMITED

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044
CIN: U74899DL1979PLC009431

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id: _____ DP ID: _____

I/We, being the member (s) ofholding _____ shares of JCB India Limited, hereby appoint

1.	Name	Email Id
	Address	
	Signature	or failing him/her

2.	Name	Email Id
	Address	
	Signature	or failing him/her

3.	Name	Email Id
	Address	
	Signature	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held 5:00 p.m. on Monday, July 10, 2023 at the Registered Office of the Company at B - 1/ I-1, 2nd Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 (India) and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf:

*I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	Approval for alteration of object clause of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013		

Signed this..... day of..... 2023.

Affix Revenue Stamp

Signature of Member/

Signature of Proxy holder(s)

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.