

# **JCB INDIA LIMITED**

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

CIN: U74899DL1979PLC009431

Contact No. 01-129 4299000, email id: contact.india@jcb.com, website: www.jcb.com

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## **NOTICE**

**Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of JCB India Limited will be held at 3:00 p.m. on Friday, September 22, 2023, at the Registered Office of the Company at B - 1/ I-1, 2<sup>nd</sup> Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 (India) to transact the following business:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with Board's and Auditor's Report thereon.
2. To confirm the interim dividend of Rs. 11,661/- per equity share paid for the financial year 2022-23.
3. To appoint a Director in place of Ms. Graeme Angus Macdonald (DIN: 06799762), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Mark William E Turner (DIN: 07134065), who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS**

#### **ITEM NO. 5**

#### **REMUNERATION TO THE COST AUDITOR**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the remuneration of Rs. 9,00,000/- (Nine lakh rupees only) plus GST applicable rates and Rs. 100,000/- (One lakh rupees only) as out of pocket expenses as approved by the Board, to be paid to M/s. Vijendra Sharma & Co (Firm Registration No. 00180) Cost Accountants, who was appointed as Cost Auditor of the Company for audit of the cost accounting records of the Company for the financial year 2023-24, be and is hereby ratified.”

**For & on behalf of JCB India Limited**

Sd/-  
**Shweta Gupta**  
**Company Secretary**

Date: August 24, 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 ANNUAL 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 ANNUAL 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 statements set out all material facts relating to the special business mentioned under Item No. 5 of the "Special Business" in the accompanying Notice:

**Item No. 5**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Vijendra Sharma & Co., Practising Cost Accountants, for conducting the audit of the cost records of the Company for the financial year 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors which was approved by the Board of Directors on the recommendation of the Audit Committee has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5, relating to ratification of the remuneration payable to Cost Auditor for the financial year 2023-24.

None of the Directors or their relatives is in any way concerned or interested, financially or otherwise in passing of the resolution.

**For & on behalf of JCB India Limited**

Sd/-  
**Shweta Gupta**  
**Company Secretary**

Date: August 24, 2023  
Place: Ballabgarh, Haryana

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## **ATTENDANCE CARD**

44<sup>th</sup> Annual General Meeting, Friday, September 22, 2023, at 3:00 p.m.

Folio No. /DP Client ID \_\_\_\_\_

No. of shares \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

I/ We hereby record my/ our presence at the 44<sup>th</sup> Annual General Meeting of the Company being held at 3:00 p.m. on Friday, September 22, 2023, at B-1 / I -1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044.

\_\_\_\_\_  
Signature of Member/ proxy

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## **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) of .....holding\_\_\_\_\_ 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 44<sup>th</sup> Annual General Meeting of the Company, to be held at 3:00 p.m. on Friday, September 22, 2023 at B-1 / I -1, 2<sup>nd</sup> Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 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
<b>ORDINARY BUSINESS</b>			
1.	TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023, TOGETHER WITH BOARD'S AND AUDITOR'S REPORT THEREON.		
2.	TO CONFIRM THE INTERIM DIVIDEND OF RS. 11,661/- PER EQUITY SHARE PAID FOR THE FINANCIAL YEAR 2022-23		
3.	TO APPOINT A DIRECTOR IN PLACE OF MS. GRAEME ANGUS MACDONALD (DIN: 06799762), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT		
4.	TO APPOINT A DIRECTOR IN PLACE OF MR. MARK WILLIAM E TURNER (DIN: 07134065), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT		
<b>SPECIAL BUSINESS</b>			
5.	REMUNERATION TO THE COST AUDITOR		

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.

