

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 1/2025-26 Extra Ordinary General Meeting of the Shareholders of JCB India Limited is schedule to be held at shorter notice at 10:00 a.m. on Monday, February 16, 2026, 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

To approve entering into an amendment to the Technology Transfer Agreement with the Holding Company

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 Sections 177 and 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), consent of the Shareholders of the Company hereby accorded, for the execution of side letter to amend the existing Technology Transfer Agreement (“TTA”) with JC Bamford Excavators Limited for the purpose of extending licensing rights to additional territories in the Africa South Region, on the terms and conditions set out in the side letter as placed before the Shareholders.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized, to finalise, execute and deliver the side letter including any modifications thereto, and to do all such acts, deeds and things as may be necessary or incidental to giving effect to this resolution.”

For & on behalf of JCB India Limited

Shweta Gupta
Company Secretary

Date: February 13, 2026
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 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 statement sets out all material facts relating to the special business mentioned under "Special Business" in the accompanying Notice:

Item No. 1

The Company has existing Technology Transfer Agreement ("TTA") with its Holding Company, under which it holds licensing rights to sell JCB products in specified territories. The Company now proposes to execute side letter to extend these licensing rights to additional territories in the Africa South Region.

In accordance with Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 177 of the Act, the proposed amendments constitute related party transactions requiring approval of the shareholders.

The disclosures under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 are as under:

- a) Name of the related Party: *JC Bamford Excavators Limited*
- b) Name of the director or KMP who is related, if any-*NA*
- c) Nature of Relationship-*Holding Company*.
- d) Nature, material terms, monetary value and particulars of the contract or arrangement: *As per enclosed side letter*
- e) Any other information relevant or important for the members to take a decision on the proposed resolution: *Nil*
- f) Where the business relates to/affects another company, details of shareholding ($\geq 2\%$) of promoters, directors, manager, or KMP in that company-*NIL*

A copy of the side letter & valuation report 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 Board of Directors recommends the passing of the Resolution as an Ordinary Resolution.

None of the directors, KMPs or their relatives in any way concerned or interested financially or otherwise, in the said transaction.

For & on behalf of JCB India Limited

Shweta Gupta
Company Secretary

Date: February 13, 2026

Place: Ballabgarh

JCB INDIA LIMITED

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ATTENDANCE CARD

Extra Ordinary General Meeting on Monday, February 16, 2026 at 10:00 a.m.

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 on Monday, February 16, 2026, at 10:00 a.m. at B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044.

Signature of Member/ proxy

JCB INDIA LIMITED

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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) 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 on Monday, February 16, 2026 at 10:00 a.m. at B-1 / I – 1, 2nd 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
Special Business			
1.	To approve entering into an amendment to the Technology Transfer Agreement with the Holding Company		

Signed this..... day of..... 2026.

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.

Route Map

