JAYEM AUTOMOTIVES PRIVATE LIMITED
CIN: U00292TZ1999PTC011979

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Company, M/s. Jayem Automotives Private Limited, will be held on Wednesday, 29th July 2026 at 5.00 p.m. (IST) at No.2, Ondipudur Road, Singanallur, Coimbatore - 641005, to transact the following businesses.

ORDINARY BUSINESS

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

   RESOLVED THAT the Board's Report, Audited financial statements for the financial year ended 31st March 2026 and the report of Auditors 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 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. Anand Jayachandran (DIN:00803169), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

3. **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. Jalaj Gupta (DIN: 10814463), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

4. **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. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, for carrying out the statutory audit of the Financial Statements of the Company, on an aggregate remuneration of Rs. 7.5 lakhs for the FYs 2026-27 & 2027-28 plus applicable taxes and reimbursement of outof-pocket expenses incurred by them in connection with the said audit and for the financial years 2028-29, 2029-30 and 2030-31, on such remuneration as may be determined by the Board of Directors.

For and on behalf of the Board
For **JAYEM AUTOMOTIVES PRIVATE LIMITED**

M.A.M.

Place: Chennai
Date: 30th June 2026

M A M Arunachalam
Chairman

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only instead of him/her. The proxy need not be a Member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company.

2. 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 proxy for any other person or shareholder.

3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the item no 4 is annexed herewith.

4. 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 (9.00 a.m. to 6.00 p.m.) till the conclusion of this General Meeting

5. The route map to the venue of the Meeting is annexed to this Notice.

JAYEM AUTOMOTIVES PRIVATE LIMITED
CIN: U00292TZ1999PTC011979

Details of the Director seeking re-appointment at the
27th Annual General Meeting vide Item no.2 of the Notice

[Pursuant to Secretarial Standard - 2 on General Meeting.]

The resume of Mr. Anand Jayachandran, in brief and other details are provided below for the consideration of the Members:

Mr. Anand Jayachandran (DIN: 00803169) (59 years) holds a Bachelor of Engineering degree and is a technologist, entrepreneur, and former professional racing driver. He leads the evolution of Jayem as an automotive research and development, electric vehicle (EV) powertrain, and manufacturing company. With roots in a three-generation engineering legacy, his expertise spans vehicle design, powertrain engineering, electric mobility systems, and battery pack manufacturing. Under his leadership, Jayem has served as an extended engineering arm to several Indian and global original equipment manufacturers (OEMs). He has played a pivotal role in positioning Jayem among India's early electric vehicle developers and in building system-level capabilities encompassing design, testing, pilot manufacturing, and production readiness. He joined the Board of the Company on 8th July 2005.

Mr. Anand Jayachandran is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He holds 56,34,330 equity shares in the Company. He is related to Mrs. Devika, Director of the Company who is his wife. Save as aforesaid, he is not related to any other Director or Key Managerial Personnel of the Company. During the year, he was paid a remuneration of Rs. 1,62,00,000/- He is presently on several other Boards as per details provided herein. His other Directorships and Membership of Board Committees are as follows:

Director:	**Committee Memberships** –NIL
J.A Motorsport Private Limited Jaya Automotives Private Limited	

Except Mr. Anand Jayachandran, being the appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment as Director of the Company.

JAYEM AUTOMOTIVES PRIVATE LIMITED
CIN: U00292TZ1999PTC011979

Details of the Director seeking re-appointment at the 27th Annual General Meeting vide Item no.3 of the Notice

[Pursuant to Secretarial Standard - 3 on General Meeting.]

The resume of Mr. Jalaj Gupta, in brief and other details are provided below for the consideration of the Members:

Mr. Jalaj Gupta (53 years; is an accomplished automobile professional with over three decades of experience spanning India's diverse geographies and leading automotive organizations. His career reflects a trajectory of leadership roles, from being part of pioneering teams in passenger car initiatives to establishing and scaling light commercial vehicle businesses. A Fulbright Scholar with an MBA from IMT Ghaziabad, he has honed his expertise through advanced management programs at Carnegie Mellon and Kellogg. He joined the Board of the Company on 10th December 2024.

Mr. Jalaj Gupta 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 in the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company. He is presently on several other Boards as per details provided herein. His other Directorships and Membership of Board Committees are as follows:

Chairman TIVOLT Electric Vehicles Private Limited IPLTech Electric Private Limited **Director:** TI Clean Mobility Private Limited Cholamandalam Leasing Limited	**Committee Memberships** – Corporate Social Responsibility Committee Member Cholamandalam Leasing Limited

Mr. Jalaj Gupta has attended all the Board meetings held during the year. Being a Non-Executive Director, he does not receive any remuneration from the Company.

Except Mr. Jalaj Gupta, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment as Director of the Company.

JAYEM AUTOMOTIVES PRIVATE LIMITED
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ANNEXURE TO THE NOTICE

STATEMENT IN RESPECT OF ITEM NO. 4 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

<u>APPOINTMENT OF STATUTORY AUDITORS</u>

The Members of the Company at the 25th Annual General Meeting ("AGM") held on 26th June 2024 had approved the appointment of M/s. Sundaram and Srinivasan, Chartered Accountants (Firm Registration No. 004207S), as the Statutory Auditors of the Company to hold office from the conclusion of the 25th AGM held during 2024 till the conclusion of the 30th AGM.

Pursuant to the proposed change in statutory auditors of Tube Investments of India Limited ("TII"), the Ultimate holding company, it is proposed to appoint M/s. Price Waterhouse Chartered Accountants LLP ("PWC") (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company, to ensure alignment of the audit framework across TII and TICMPL group and to meet evolving regulatory requirements.

In this regard, the existing auditors M/s. Sundaram and Srinivasan, Chartered Accountants have, vide their letter dated 22nd April 2026, tendered their resignation as the Statutory Auditors of the Company, with effect from the conclusion of this AGM of the Company. The Board of Directors, approved the appointment of PWC for a term of five years to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM, for an aggregate remuneration of Rs. 7.5 lakhs for the FYs 2026-27& 2027-28 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

PWC has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 and within the limit laid down under the Act. PWC has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

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The Board recommends the appointment of PWC as Statutory Auditors for a term of 5 years, as set out in the Resolution no. 4, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested the said Resolution.

For and on behalf of the Board
For **JAYEM AUTOMOTIVES PRIVATE LIMITED**

M.A.M.

Place: Chennai
Date: 30th June 2026

M A M Arunachalam
Chairman

Registered Office at: No.2, Ondipudur Road, Singanallur, Coimbatore 641005 Tamil Nadu, India.
Email : ID : accounts@jayemauto.com, Ph No : 0422 - 2273923, 2271843.

JAYEM AUTOMOTIVES PRIVATE LIMITED
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ATTENDANCE SLIP

I hereby record my presence at the _____________ / Annual General Meeting of **Jayem Automotives Private Limited** held on _____________ at No.2, Ondipudur Road, Singanallur, Coimbatore - 641005

Full Name of the ~~Shareholder~~/ Authorized representative	____________________________ [As a representative of Mr/Mrs/M/s……………………
Folio No.	
No. of equity shares held	
Name of Proxy (if any)	

____

Signature of the Shareholder/Proxy/ Corporate Representative*

* *Strike out whichever is not applicable*

JAYEM AUTOMOTIVES PRIVATE LIMITED

CIN: U00292TZ1999PTC011979

FORM OF APPOINTMENT OF PROXY

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

CIN	:	U00292TZ1999PTC011979
Name of the Company	:	JAYEM AUTOMOTIVES PRIVATE LIMITED
Registered Office	:	No.2, Ondipudur Road, Singanallur, Coimbatore 641005 Tamil Nadu, India.

Name of the Member :
Registered Address :
E-mail id :
Folio No/Client id :
DP ID :

I/We, being the member (s) of ……………..… shares of the above named company, hereby appoint:

1. Name:
   Address:
   E-mail id:
   Signature:………….. or failing him
2. Name:
   Address:
   E-mail id:
   Signature:………….. or failing him
3. Name:
   Address:
   E-mail id:
   Signature:………….. or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ………………… Annual General Meeting / Extra-ordinary General Meeting of the company, to be held on the ………..…….day of …………at………..a.m. /p.m. at (place) and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No.
1……………………
2…………………..
3…………………….

Affix Revenue Stamp

Signed this ……..….. day of …….20…..

Signature of shareholder **Signature of Proxy holder(s)**

Registered Office at: No.2, Ondipudur Road, Singanallur, Coimbatore 641005 Tamil Nadu, India.
Email : ID : accounts@jayemauto.com, Ph No : 0422 - 2273923, 2271843.

JAYEM AUTOMOTIVES PRIVATE LIMITED
CIN: U00292TZ1999PTC011979

<u>Route Map to the venue of the AGM</u>

<u>No.2, Ondipudur Road, Singanallur, Coimbatore - 641005</u>