



JAYABHARAT CREDIT LIMITED

(Formerly : The Jayabharat Credit & Investment Co. Ltd.)
CIN : L66000MH1943PLC003899

JCL:09.2025

03.09.2025

To,
The Manager – Listing Department
The BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai – 400 001.

Dear Sir/Madam,

Sub:-Book Closure and Date of 82nd Annual General Meeting

Pursuant to Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, **the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive)** for the purpose of 82nd Annual General Meeting of the Company.

The 82nd Annual General Meeting of the Company will be held on **Tuesday, 30th September, 2025 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") organized by the Company.**

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Jayabharat Credit Limited

Authorised Signatory

NOTICE TO MEMBERS

NOTICE is hereby given that the 82nd Annual General Meeting of the Members of Jayabharat Credit Limited will be held at Registered Office as scheduled below to transact the following business:

Date	30.09.2025
Day	Tuesday
Time	12.30 P.M.
Through / Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajiv Gupta, (DIN: 00022964) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arun Mitter, (DIN: 00022941) who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M K Madan, (DIN: 01060575) who retires by rotation, and being eligible, offers himself for re-appointment.

5. SPECIAL BUSINESS:

To appoint Mr. Prashant S Mehta, Proprietor of M/s. P. Mehta & Associates, Practicing Company Secretaries, as Secretarial Auditor and to fix the remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the Members be and is hereby accorded for the appointment of **Mr. Prashant S Mehta, Proprietor M/s. P. Mehta & Associates, Practicing Company Secretaries, (Firm Registration No. S2018MH634500) as Secretarial Auditor** of the Company for the term of **5 (Five) consecutive Financial Years**, commencing from **1st April, 2025 till 31st March, 2030**, at such remuneration and out of pocket expenses as may be fixed by the Board of Directors, its Audit and Nomination & Remuneration Committee in consultation with them."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised, as they deem fit, to modify and/or revise the Terms and Conditions of the said appointment and the remuneration of **Mr. Prashant S Mehta, Proprietor, M/s. P. Mehta & Associates** to do all such acts, deeds, matters and things necessary under the relevant Provisions of the Companies Act, 2013 and compliance of BSE and SEBI guidelines (LODR) Regulation 2015".

By order of the Board of Directors
For JAYABHARAT CREDIT LIMITED,

Registered Office:

19-20, Rajabhadur Mansion No.22,
4th Floor, Opp. SBI Main Branch.
Near Stock Exchange, M S Marg,
Fort, Mumbai 400023

ARUN MITTER
(00022941)

New Delhi, 6th AUGUST, 2025.



NOTES:

1. Details are given (Annexure Ref. Pg. 11) for Directors retiring by rotation eligible for re-appointment vide item No. 2,3 & 4 of the Notice dated 06.08.2025 for the 82nd Annual General Meeting of the Members of the Company, pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Business and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure (LODR) Regulations, 2015- "Listing Regulations".
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM at the Registered Office.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jayabharat.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
9. Register of Members and Share Transfer Books will remain closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's Website www.jayabharat.com and websites of Stock Exchange i.e. BSE Limited and on the website of National Securities Depository Limited (NSDL).

For receiving all communication (including Annual Report) from the Company electronically:

- a) Members, holding shares in physical mode and who have not registered / updated their email addresses with the Company, can temporarily register / update their e-mail addresses by clicking on the link [web https://in.mpms.mufg.com](https://in.mpms.mufg.com) web.linkintime.co.in.
- b) Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant (DP) if already not.

11. Members seeking any information with regard to the Accounts or any Document to be placed at the AGM, are requested to write to the Company at jcl@jayabharat.com between Saturday, 27th September, 2025, at 9.00a.m.(IST) and Monday, 29th September, 2025, at 5.00 p.m.(IST) for enabling the Company to suitably reply.
12. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standard-2 on General Meeting are annexed **ANNEXURE** (Ref. pg. 10) hereto vide item 2, 3 and 4 of the Notice.
13. The Company has not declared any Dividend after Financial Year (FY) 2007-08. And the entire amount of unclaimed dividend up to Financial Year (FY) 2007-08 has been transferred to Investor Education and Protection Fund ("said Fund"). Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("said Rules"), Members are requested to verify their records and send claims, if any, of the aforesaid year. Please arrange to send a letter duly signed by all the Member/s quoting Folio No. / DP ID – CL ID to our Registrar & Transfer Agent (RTA): **MUFG Intime India Private Limited, A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services (Formerly Link Intime India Private Limited), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. www.in.mpms.mufig.com | email rnt.helpdesk@in.mpms.mufig.com. Tel: +91 22 4918 6000**

Shareholders are requested to kindly complete the KYC at the earliest as per the SEBI circular dated 20.04.2018 for the shares held in physical form.

IMPORTANT	
MUFG Intime India Private Limited, A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services (Formerly Link Intime India Private Limited), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. www.in.mpms.mufig.com. email rnt.helpdesk@in.mpms.mufig.com	

14. Pursuant to the MCA circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representative/s to attend the AGM through VC/OAVM and participate and cast their votes through e-voting there at AGM.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for the members on "first come first served" basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of "first come first served" basis.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. Members are requested to intimate changes, if any, to update KYC and submit Permanent Account No. (PAN) of each participant in the Securities Market. Members holding shares in physical mode are now required and mandated by the relevant SEBI Circulars to Demat their shares getting in touch with the Company's RTA MUFG Intime India Pvt. Ltd. Any request for transfer, transmission, transposition and consolidation of Share certificate/s shall be processed now only in Dematerialised Form. Members are facilitated for appointing their Nominee/s as per the provisions of Section 72 of the Act and SEBI Circulars.

THE INSTRUCTIONS TO THE MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 27th September, 2025 at 9.00 a.m. and will end on Monday, 29th September, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date ("cut-off date") i.e. Monday, 22nd September, 2025 may electronically cast their vote. The voting right of shareholders shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the "cut-off date", being Monday, 22nd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acs.pmehta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 5(five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Monday, 22nd September, 2025.
5. Mr. Prashant S. Mehta, Proprietor, M/s. P. Mehta & Associates, Practicing Company Secretaries (Membership No. A5814, COP: 17341), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Electronic Voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
7. The Scrutinizer will submit his Report to the Chairman/ Whole-time Director /Director/s/ Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The results will be announced by the Chairman/ Whole-time Director/Director/s/Company Secretary of the Company within 2 (two) working days from the conclusion of the AGM and will be posted on the Company's website. www.jayabharat.com. The results shall also be intimated to the Stock Exchange where the securities of the Company are listed.
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde , NSDL Official at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at jcl@jayabharat.com. The same will be replied by the company suitably.
6. Members who have registered themselves as a speaker can only speak with the available time limit.

Registered Office:

19-20, Rajabahadur Mansion No. 22,
4th Floor, opp. SBI Main Branch,
Near Stock Exchange,
Mumbai Samachar Marg,
Fort, Mumbai 400023.

By order of the Board of Directors
for **JAYABHARAT CREDIT LIMITED,**

ARUN MITTER
DIRECTOR
[DIN: 00022941]

New Delhi, 06.08.2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.5

To appoint Mr. Prashant S Mehta, Proprietor of M/s. P. Mehta & Associates, Practicing Company Secretaries, as Secretarial Auditor and to fix the remuneration

In accordance with the recent notification dated December 12, 2024, SEBI has amended the provisions of "SEBI Listing Regulations". As per the amended Regulations, the listed Companies are now required to obtain shareholders' approval for the appointment of Secretarial Auditors, on the basis of recommendation of the Board of Directors of the Company and its Audit Committee, Nomination and Remuneration Committee (NRC). Further, it is required that the Secretarial Auditor being appointed should have the **PEER REVIEW Certificate of Institute of Companies Secretary of India (ICSI)** and should not have any disqualification as specified by SEBI.

Mr. Prashant S. Mehta, Proprietor, M/s P. Mehta & Associates, is a Law Graduate and a Member of ICSI since 1987. He has a wide and relevant experience of Compliance of Company Law matters. Mr. Prashant S. Mehta has given his Consent to act as a Secretarial Auditor of the Company. The Company has received a confirmation from Mr. Prashant S. Mehta that his Firm M/s P. Mehta & Associates has "PEER REVIEW CERTIFICATE No.2354/2022 dated 30.06.2022 bearing Unique Identification/Registration No. S2018MH634500 valid up to 30.06.2027. Mr. Prashant S. Mehta declared and confirmed that he is not disqualified from being appointed as a Secretarial Auditor under the provisions of SEBI Listing Regulations.

Based on the recommendation of the Audit and Nomination & Remuneration Committees of Directors of the Company and after considering factors such as Industry Experience, Independence and Expertise and Peer Review Certificate, the Board of Directors of the Company has approved and recommended the appointment of Mr. Prashant S. Mehta, Proprietor, M/s P. Mehta & Associates, PEER Reviewed Firm of Practicing Company Secretaries (Membership No. ACS 5814, CP No. 17341, PR:2354/2022, with the Firm Unique Identification /Registration No. S2018MH634500), as Secretarial Auditors of the Company, for a term of 5 (Five) consecutive Financial Years commencing from 1st April, 2025 till 31st March, 2030.

The Board of Directors of the Company is authorised to finalise the appointment and its Term / Period and fix the Remuneration of Mr. Prashant S. Mehta, Proprietor, M/s P. Mehta & Associates subject to the direction/ suggestion of the Audit Committee and Nomination & Remuneration Committee in consultation with them.

None of the Directors or Key Managerial Personnel of the Company or relatives are concerned or interested either financially or otherwise in this Ordinary Resolution.

The Board recommends this Resolution set out at item No.5 of the accompanying Notice dated 06.08.2025 for the approval of the Members by way of an Ordinary Resolution.