

JCB LITERATURE FOUNDATION

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044, CIN: U92490DL2018NPL33146, Website: www.thejcbprize.org, email id: books@thejcbprize.org, Contact : 011-40539745

NOTICE

Notice is hereby given that the 5th Annual General Meeting of JCB Literature Foundation will be held at 10:30 a.m. on Friday, September 22, 2023 at the Registered Office of the Company at B - 1/ I-1, 2nd Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110044 (India) to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended on March 31, 2023, together with reports of the Board of Directors and Auditor's Report thereon.

SPECIAL BUSINESS

ITEM NO. 2

APPOINTMENT OF MR. NITIN SELOT (DIN: 01674853) AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Mr. Nitin Selot (DIN: 01674853), who was appointed as Additional Director by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 w.e.f. December 13, 2022, and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effects to this resolution.”

ITEM NO. 3

APPOINTMENT OF MR. MANISH TAYAL (DIN: 08918947) AS DIRECTOR

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

“RESOLVED THAT Mr. Manish Tayal (DIN: 08918947), who was appointed as Additional Director by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 w.e.f. December 13, 2022, and who holds office only up

to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be is hereby authorized to do all such acts and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

For JCB LITERATURE FOUNDATION

Sd/-
MANISH TAYAL
DIRECTOR
DIN: 08918947

Date: 17.08.2023

Place: Ballabgarh

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 COMPANAY. 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. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE 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. ALSO DETAILS RELATING TO AGE, QUALIFICATION, EXPERIENCE, TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT AND OTHER INFORMATION OF DIRECTORS WILL ALSO BE AVAILABLE FOR INSPECTION AT THE MEETING.
4. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013 IS ANNEXED.
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 Item No. 2 & Item No. 3 of the “Special Business” in the accompanying Notice:

Item No. 2

Mr. Nitin Selot (DIN: 01674853) was appointed by the Board of Directors of the Company on December 13, 2022, as Additional Director. As per provisions of Section 161(1) of the Companies Act, 2013, Mr. Selot holds office as Additional Director up to the date of this Annual General Meeting.

The Board of Directors has proposed Mr. Nitin Selot as candidate for the office of Director.

Below is the Brief profile of Mr. Nitin Selot:

Date of Birth/Age	11.09.1968/ 54 years
Date of first appointment on the Board	December 13, 2022
Qualifications	Qualified Cost Accountant & Company Secretary and is Post Graduate in Management from Institute of Management Technology, Ghaziabad.
Experience	33 years of diverse experience in various areas of finance.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. JCB Financiers Private Limited 2. JCB Industries Private Limited 3. JCB Power Products India Private Limited 4. J.C.Bamford Investments Private Limited 5. Lady Bamford Foundation 6. JCB Access India Private Limited
Memberships/Chairmanships of committees of other Boards.	NIL
Shareholding in the Company	NIL
Relationships with directors, manager & KMP	None
Number of Meetings of Board attended during the year	1

Your directors recommend the passing of this Resolution at Item no. 2 as an Ordinary Resolution

ITEM NO. 3

Mr. Manish Tayal (DIN: 08918947) was appointed by the Board of Directors of the Company on December 13, 2022, as Additional Director. As per provisions of Section 161(1) of the Companies Act, 2013, Mr. Tayal holds office as Additional Director up to the date of this Annual General Meeting.

The Board of Directors has proposed Mr. Manish Tayal as candidate for the office of Director.

Below is the Brief profile of Mr. Manish Tayal:

Date of Birth/Age	18/04/1973 // 50 years
Date of first appointment on the Board	December 13, 2022
Qualifications	<ul style="list-style-type: none">• BE(Hons) Mechanical & PGDBM(Marketing)
Experience	26+ years
Directorship held in other Companies	Lady Bamford Foundation JCB World Brands India Private Limited
Memberships/Chairmanships of committees of other Boards.	NIL
Shareholding in the Company	NIL
Relationships with directors, manager & KMP	None
Number of Meetings of Board attended during the year	2

Your directors recommend the passing of this Resolution at Item no. 3 as an Ordinary Resolution.

None of the Directors or their relatives is concerned or interested in the resolution except Mr. Manish Tayal who may be deemed to be concerned or interested in the Resolution relating to his appointment.

For JCB LITERATURE FOUNDATION

Sd/-
MANISH TAYAL
DIRECTOR
DIN: 08918947

Date: 17.08.2023
Place: Ballabgarh

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ATTENDANCE CARD

5th Annual General Meeting held on Friday, September 22, 2023, at 10:30 a.m.

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

Name _____

Address _____

I/ We hereby record my/ our presence at the 5th Annual General Meeting of the Foundation held Friday, September 22, 2023 at 10:30 a.m. at B - 1 / I-1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044

Signature of shareholder/ 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 shares of JCB Literature Foundation, hereby appoint

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

2.	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 5th Annual General Meeting of the Foundation to be held on Friday, September 22, 2023 at 10:30 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
Ordinary Business			
1.	To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended on March 31, 2023 together with reports of the Boards of Directors and Auditor's Report thereon.		
Special Business			
2.	Appointment of Mr. Nitin Selot (DIN: 01674853) as Director of the Company		
3.	Appointment of Mr. Manish Tayal (DIN: 08918947) as Director of the Company		

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

Signature of shareholder/ Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

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