



# J J AUTOMOTIVE LIMITED

Registered Office : 25B, Park Street, Kolkata - 700016  
Tel. No. : 033-22296000, Fax No. : 033-22291089, E-Mail : jjauto@dataone.in  
CIN : L34103WB1981PLC033996

## NOTICE OF THE MEETING

Notice is hereby given that the 33rd Annual General Meeting (AGM) of members of J J Automotive Limited will be held on Tuesday, the 30th day of September, 2014 at 05:30 P.M. at 25B, Park Street, Kolkata - 700016 to transact the following business :

### ORDINARY BUSINESS

#### Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2014, including the Audited Balance Sheet as at March 31st, 2014, the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

#### Item No. 2 - Appointment of Director

To appoint a director in place of Mr. K.P. Jhunjunwala, who retires by rotation and, being eligible, seeks re-appointment.

#### Item No. 3 - Appointment of Director

To appoint a director in place of Mr. Anil Jhunjunwala, who retires by rotation and, being eligible, seeks re-appointment.

#### Item No. 4 - Appointment of Auditors and fix their remuneration

To re-appoint auditors of the company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT, pursuant to the provisions of section 139, of the Companies Act, 2013 and the rules made there under, M/s. G.P. Agrawal & Co., Chartered Accountants (FRN: 302082E), be and are hereby re-appointed as the auditors of the company, to hold office from the conclusion of this AGM to the conclusion of third consecutive AGM after this AGM (subject to ratification of the appointment by the members at every AGM held after this AGM), and that the Board of Directors be and is hereby authorized to fix the remuneration as may be determined in consultation with the Auditors of the company."

### SPECIAL BUSINESS

#### Item No. 5 - Appointment of Mr. Kamal Nain Saraf as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. Kamal Nain Saraf, a non executive Independent Director of the company, who has submitted a declaration under section 149(6) that he meets the criteria of independence and is eligible for appointment, be and is hereby appointed as an Independent Director of the company for a term not exceeding 5 years and which may be extended for another period of 5 years, not liable to retire by rotation."

#### Item No. 6 - Appointment of Mr. S.P. Mukherjee as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. S.P. Mukherjee, a non executive Independent Director of the company, who has submitted a declaration under section 149(6) that he meets the criteria of independence and is eligible for appointment, be and is hereby appointed as an Independent Director of the company for a term not exceeding 5 years and which may be extended for another period of 5 years, not liable to retire by rotation."



**Item No. 7 - Appointment of Mr. Surjit Singh as an Independent Director**

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. Surjit Singh, a non executive Independent Director of the company, who has submitted a declaration under section 149(6) that he meets the criteria of independence and is eligible for appointment, be and is hereby appointed as an Independent Director of the company for a term not exceeding 5 years and which may be extended for another period of 5 years, not liable to retire by rotation."

Registered Office:

25B, Park Street

Kolkata - 700016

Date : 13th August, 2014

By order of the Board  
For JJ Automotive Limited

Anil Jhunjhunwala  
Director

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY
2. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. A Proxy Form for the AGM is enclosed.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person as shareholders.
4. Members/ Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The register and share transfer books will remain closed from September 24th, 2014 to September 30th, 2014 (both days inclusive) for the year ended 31 March, 2014 and the Annual General Meeting.
6. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
7. Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001.
8. The company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your e - mail ID with your Depository Participant(s) to enable us to send all correspondences via e - mail and hard copies will only be sent to the members who are not available on the e- mail.
9. **Voting through Electronic means :**
  - I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
  - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas



votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

**III. The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on **September 26th, 2014 (09:30 AM)** and ends on **September 26th, 2014 (05:30 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22nd, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "J J AUTOMOTIVE LTD" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID :
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</li> </ul> <p><b>Example :</b></p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of August 22nd, 2014.</li> </ul>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <JJ AUTOMOTIVE LTD> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



10. Institutional Members/ Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote through e-mail at [sureliaramakant@yahoo.com](mailto:sureliaramakant@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 26th, 2014, without which the vote shall not be treated as valid.
11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, August 22nd, 2014.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 22nd, 2014. Voting by show of hands are not allowed.
13. **Ramakant Surelia (Sharma), Practising Advocate (Membership No. F/567/1998)**, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jjautomotive.co.in](http://www.jjautomotive.co.in) and on the website of CDSL viz [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the 33rd Annual General Meeting on September 30th, 2014 and communicated to the listed stock exchanges viz. CSE, GSE.

### **Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013**

#### **Item No. 5**

Mr. Kamal Nain Saraf is Non-Executive Independent Director of the company and have been holding the position since October, 2009. The new provisions of the Companies Act, 2013 are made applicable w.e.f. 01.04.2014 inter alia stipulating the conditions for the appointment of Independent Director by a listed company as per the provisions of section 149 of the Companies Act, 2013.

The Company has received a declaration from Mr. Kamal Nain Saraf to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013

The Board of Directors has reviewed the declaration received from Mr. Kamal Nain Saraf and believes that, Mr. Kamal Nain Saraf, the independent director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and he is independent of the management.

Copy of the draft letter for appointment of Mr. Kamal Nain Saraf, as the Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company.

The resolution seeks the approval of the members for the appointment of Mr. Kamal Nain Saraf as the Independent Director of the company for a term of five years pursuant to section 149 of the Companies Act, 2013. He shall not be liable to retire by rotation.

None of the directors other than the appointee director is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of the members.

#### **Item No. 6**

Mr. S.P. Mukherjee is Non-Executive Independent Director of the company and have been holding the position since March, 2005. The new provisions of the Companies Act, 2013 are made applicable w.e.f. 01.04.2014 inter alia stipulating the conditions



for the appointment of Independent Director by a listed company as per the provisions of section 149 of the Companies Act, 2013.

The Company has received a declaration from Mr. S.P. Mukherjee to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013

The Board of Directors has reviewed the declaration received from Mr. S.P. Mukherjee and believes that, Mr. S.P. Mukherjee, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and he is independent of the management.

Copy of the draft letter for appointment of Mr. S.P. Mukherjee, as the Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company.

The resolution seeks the approval of the members for the appointment of Mr. S.P. Mukherjee as the independent director of the company for a term of five years pursuant to section 149 of the Companies Act, 2013. He shall not be liable to retire by rotation.

None of the directors other than the appointee director is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of the members.

**Item No. 7**

Mr. Surjit Singh is Non - Executive Independent Director of the company and have been holding the position since July, 2007. The new provisions of the Companies Act, 2013 are made applicable w.e.f. 01.04.2014 inter alia stipulating the conditions for the appointment of Independent Director by a listed company as per the provisions of section 149 of the Companies Act, 2013.

The Company has received a declaration from Mr. Surjit Singh to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013

The Board of Directors has reviewed the declaration received from Mr. Surjit Singh and believes that, Mr. Surjit Singh, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and he is independent of the management.

Copy of the draft letter for appointment of Mr. Surjit Singh, as the Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company.

The resolution seeks the approval of the members for the appointment of Mr. Surjit Singh as the independent director of the company for a term of five years pursuant to section 149 of the Companies Act, 2013. He shall not be liable to retire by rotation.

None of the directors other than the appointee director is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of the members.

Registered Office:  
25B, Park Street  
Kolkata - 700016  
Date : 13th August, 2014

By order of the Board  
For **J J Automotive Limited**

Anil Jhunjunwala  
*Director*



[ TEAR HERE ]

**J J AUTOMOTIVE LIMITED**

Registered Office : 25B, Park Street, Kolkata - 700016  
 Tel. No. : 033-22296000, Fax No. : 033-22291089, E-Mail : jjauto@dataone.in  
 CIN : L34103WB1981PLC033996

**ATTENDANCE SLIP****(To be handed over at the entrance of the Meeting Hall)**

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 30th September, 2014 at 05:30 PM at 25B, Park Street, Kolkata - 700016.

Full Name of the member (in BLOCK LETTERS) : \_\_\_\_\_

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

Full Name of Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member/ Proxy(s) Signature: \_\_\_\_\_

**ELECTRONIC VOTING PARTICULARS**

EVSN	USER ID	PASSWORD
140821063	Refer Note No. 9(III) of the Notice	

[ TEAR HERE ]

**J J AUTOMOTIVE LIMITED**

Registered Office : 25B, Park Street, Kolkata - 700016  
 Tel. No. : 033-22296000, Fax No. : 033-22291089, E-Mail : jjauto@dataone.in  
 CIN : L34103WB1981PLC033996

**PROXY FORM**

Name of the Members : .....

Registered Address : .....

E Mail ID : .....

Folio No./ Client No. : ..... DP ID : .....

I/We, being the member(s), of ..... shares of the above 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 .....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Tuesday, 30th day of September, 2014 at 05:30 PM at 25B, Park Street, Kolkata 700016 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Ordinary Resolutions	Optional*	
		For	Against
1.	To consider and adoption of Audited Financial Statements, Report of the Board of Directors and Auditors.		
2.	For re - appointment of Mr. K.P. Jhunjhunwala who retires by rotation		
3.	For re - appointment of Mr. Anil Jhunjhunwala who retires by rotation		
4.	For appointment of Auditors and to fix their remuneration.		
5.	For appointment of Mr. Kamal Nain Saraf as Independent Director		
6.	For appointment of Mr. S.P. Mukherjee as Independent Director		
7.	For appointment of Mr. Surjit Singh as Independent Director		

Signed this ..... day of ..... 2014

Signature of Shareholder(s) ..... Signature of Proxy(s) .....

Affix  
Revenue  
Stamp

Notes : 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.