



# J J AUTOMOTIVE LIMITED

Regd. Office : 25B, Park Street, Kolkata - 700016

Tel. No.: 033-22296000, Fax No.: 033-22291089

E-mail: jjauto@dataone.in, website: www.jjautomotive.co.in

CIN : L34103WB1981PLC033996

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fifth Annual General Meeting (AGM) of members of **J J Automotive Limited** will be held on Wednesday, the 14th day of September, 2016 at 12:00 P.M. at 25B, Park Street, Kolkata-700016, to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. K.P Jhunjunwala (DIN: 00108065), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Auditors and fixing their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as recommended by the Audit Committee, the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No.: 302082E), who were appointed as Statutory Auditors of the Company at the 33rd Annual General Meeting, for a period of 3 years, be and is hereby ratified by the members for the financial year 2016-2017, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Audit Committee), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution for approving the Borrowing Limit : -

**"RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company in its 34th Annual General Meeting of the Company on 29th August, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is ₹ 75 crores (Rupees Seventy Five Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. To consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution to Mortgage the assets of the Company:-

**"RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company in its 34th Annual General Meeting



of the Company on 29th August, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), for creation of charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible, assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s), from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates additional interest, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses, or any other documents, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/ and/or other Agencies etc. in respect of the said loans/borrowings/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/ and/or other Agencies, etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Registered Office :  
25B, Park Street  
Kolkata - 700016  
Date : 15.07.2016

By Order of the Board  
for **J J Automotive Limited**

**Anil Jhunjhunwala**  
*Managing Director*

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY FIFTH ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 for the AGM is enclosed.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent 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.

2. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
3. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
4. The Register of Members of the Company and Share Transfer Books will remain closed from 08th September, 2016 to 14th September, 2016 (both days inclusive) for the year ended 31 March, 2016 and the AGM.
5. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).



6. Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B Basu Road, Kolkata - 700 001.
7. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid/Unclaimed dividend for the financial year 2007 - 2008 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.  
 Note : No dividend was declared /recommended for the financial year 2012 -2013 and thereafter.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2008-2009 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF.
9. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the Company's website information regarding unpaid and unclaimed dividend.  
 In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on <http://www.jjautomotive.co.in/investor.php>.
10. 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 Annual Report and other correspondences via e-mail and hard copies will only be sent to the members who are not available on the e- mail. Members can also refer their folio number / Client ID and send their contact information along with the e-mail ID to the company at [secretaryjj@jjauto.org](mailto:secretaryjj@jjauto.org).
11. Members may also note that the notice of the 35th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website [www.jjautomotive.co.in](http://www.jjautomotive.co.in) for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: [secretaryjj@jjauto.org](mailto:secretaryjj@jjauto.org).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agent of the Company.
13. The Explanatory Statement pursuant to Section 102 of the Act with respect to item nos. 4 and 5 of the Notice set out above, is annexed hereto and forms part of this Notice.
14. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment at the Meeting is attached hereto.
15. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of names.
16. As per the provisions of Section 72 of the Act, facility for making nominations is available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA. Members holding shares in electronic form have to approach their DPs for completion of the nomination formalities.
17. The Annual Report of the Company for the year 2015-16, circulated to the Members of the Company, is available on the Company's website viz. <http://www.jjautomotive.co.in/investor.php>.
18. The route map of the venue of the Meeting is given in the Notice.
19. **Voting Through Electronic Means :**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulations 44(1) & 44(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).



- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under :
- (i) The remote e-voting period commences on 11th September, 2016 [09:00 A.M. (IST)] and ends on 13th September, 2016 [05:00 P.M. (IST)]. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07th September, 2016, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) 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.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) 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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>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</p>
Bank Account Number (DBD)	<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.</li><li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li></ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **J. J. Automotive Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> 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 a compliance user which 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.
- (xix) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.



20. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [secretaryjj@jjauto.org](mailto:secretaryjj@jjauto.org) and [sureliaramakant@yahoo.com](mailto:sureliaramakant@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 13th September, 2016 up to 05:00 pm without which the vote shall not be treated as valid.
21. 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 of 07th September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
22. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ beneficial owners' position list provided by depositories as at closing hours of business, on 22nd July, 2016.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 07th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07th September, 2016, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
25. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
26. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 07th September, 2016, are requested to send the written / email communication to the Company at [secretaryjj@jjauto.org](mailto:secretaryjj@jjauto.org) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. **Mr. Ramakant Surelia (Sharma), Practicing Advocate (Membership No. F/567/1998)**, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. 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. The same will be communicated to the listed stock exchange viz. Calcutta Stock Exchange Ltd.

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

### **Item No. 4 & 5**

The Members of the Company had, in its 34th Annual General Meeting of the Company on 29th August, 2015, authorized the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of the lending agencies for a sum not exceeding ₹ 50 crores (Rupees Fifty Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the Act).

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).



Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and/or create a charge on any of the moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

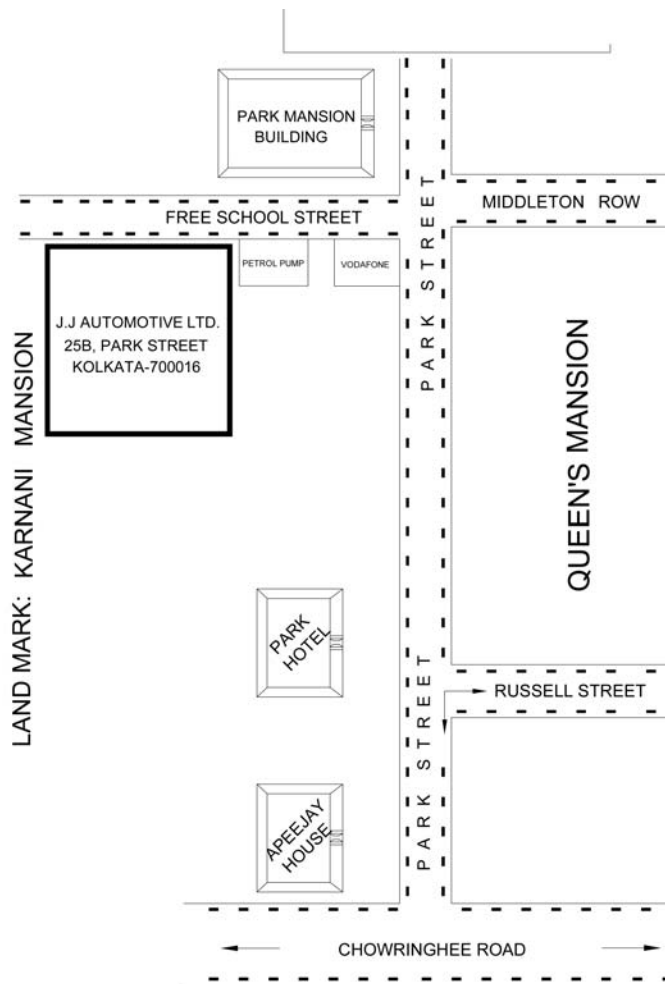
The resolutions as set out in item nos. 4 and 5 of this Notice are accordingly commended for your approval.

Registered Office :  
25B, Park Street  
Kolkata - 700016  
Date : 15.07.2016

By Order of the Board  
for **J J Automotive Limited**

**Anil Jhunjhunwala**  
Managing Director

### ROAD MAP TO THE AGM VENUE







**ANNEXURE TO THE NOTICE**

**Details of the Directors seeking re-appointment at the  
35th Annual General Meeting Vide Item No. 3 of the Notice dated 15th July, 2016  
(Pursuant to Regulation 36(3) and Regulation 26(4) of Listing Regulations)**

The JJ group was started by Mr. K.P. Jhunjhunwala. He is a past President of the Federation of Automobile Dealers Association, Motor Industries Association and Indian Roads and Transport Development Association. He is an active Rotarian, a Paul Harris Fellow and trustee of number of Charitable Trust. A keen golfer has travelled all over the world. He is also Honorary Consul of the Republic of Cyprus In Calcutta.

The resume in brief and other details of the Director, whose re-appointment is for the consideration of the members at the ensuing 35th Annual General Meeting, are furnished hereunder :

Name of Director	Mr. K. P. Jhunjhunwala
Date of Birth / Age	01.10.1930 / 86 years
Date of First Appointment	19.08.1981
Expertise in Specific Functional Area	Industrialist
Qualification	B. A. (Hons.)
Shareholding in the Company	31,200 Equity Shares
List of outside Directorships held In Listed Entities	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Relationship between Directors inter-se	Mr. Anil Jhunjhunwala, Managing Director of the Company is the son of Mr. K. P. Jhunjhunwala

**Note :** Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Committee have been considered.





# J J AUTOMOTIVE LIMITED

Regd. Office : 25B, Park Street, Kolkata - 700016  
Tel. No.: 033-22296000, Fax No.: 033-22291089  
E-mail: jjauto@dataone.in, website: www.jjautomotive.co.in  
CIN : L34103WB1981PLC033996

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

I/We hereby record my/our presence at the **Annual General Meeting of "J. J. Automotive Limited"** held on **Wednesday, 14th September, 2016 at 12:00 P.M** 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: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)



# J J AUTOMOTIVE LIMITED

Regd. Office : 25B, Park Street, Kolkata - 700016  
Tel. No.: 033-22296000, Fax No.: 033-22291089  
E-mail: jjauto@dataone.in, website: www.jjautomotive.co.in  
CIN : L34103WB1981PLC033996

**PROXY FORM**

**(35th Annual General Meeting - 14th September, 2016)**

**FORM NO. MGT - 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : **L34103WB1981PLC033996**  
Name of the Company : **J J AUTOMOTIVE LIMITED**  
Registered Office : **25B, Park Street, Kolkata - 700016**  
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 Wednesday, 14th day of September, 2016 at 12:00 PM at 25B, Park Street, Kolkata - 700016 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolutions	Optional	
		For	Against
	<b>Ordinary Business :</b>		
1.	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	For re-appointment of Mr. K. P. Jhunjhunwala who retires by rotation.		
3.	For ratification of appointment of Auditors and fixing their remuneration.		
	<b>Special Business :</b>		
4.	For approving borrowing limits under Section 180(1)(c) of the Companies Act, 2013.		
5.	For authorization to mortgage assets under Section 180(1)(a) of the Companies Act, 2013.		

Signed this ..... day of ..... 2016

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

**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.**

Affix Revenue Stamp

**J J AUTOMOTIVE LIMITED**

Regd. Off.: 25 B, Park Street, Kolkata – 700016

Tel. No.: 033-22 296000, Fax No.: 033-22291089

E-mail: jjauto@dataone.in, website: www.jjautomotive.co.in

**CIN: L34103WB1981PLC03 3996**

**(ANNEXURE TO THE NOTICE FOR THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 14<sup>th</sup> SEPTEMBER, 2016)**

1. Name & Registered Address  
of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Wednesday, the 14<sup>th</sup> day of September, 2016 at 12:00 P.M. at 25B, Park Street, Kolkata-700016 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN (E- Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN / Sequence No</b>
<b>160720013</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
11 <sup>th</sup> September, 2016 at 9:00 A.M. (IST)	13 <sup>th</sup> September, 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

**By Order of the Board  
For J. J. Automotive Limited**

**Place: Kolkata  
Date: 05.08.2016  
Encl: AGM Notice/Attendance Slip/Proxy Form**

**Anil Jhunjunwala  
Managing Director**