



J. J. AUTOMOTIVE LIMITED

Regd. Off.: 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 Seventh Annual General Meeting (37th AGM) of Members of J. J. Automotive Limited, will be held on Tuesday, the 25th day of September, 2018 at 05:00 P.M. at 25B, Park Street, Kolkata-700016, to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, including Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year ended 31st March, 2018 together with the Reports of the Directors and the Auditors thereon.

Item No. 2 – Appointment of Director

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.

Item No. 3 –Ratification of appointment of Statutory 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, 142 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), the recommendation of the Audit Committee of the Company and pursuant to the resolution passed by the members at the AGM held on 14th September, 2017, the appointment of M/S. Agrawal Subodh & Co., Chartered Accountants (Firm Registration No.: 319260E), Kolkata as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 38th AGM, be and is hereby ratified on such remuneration as may be fixed in this behalf by the Board of Directors, based on the recommendation of the Audit Committee.”

**Registered Office:
25B, Park Street,
Kolkata – 700016
Date: 13.08.2018**

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

**Sd/-
Anil Jhunjunwala
Managing Director
[DIN: 00128717]**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY SEVENTH 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 **19th September, 2018 to 25th September, 2018 (both days inclusive)** for the year ended 31st March, 2018 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 Agents, 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 Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encased their dividend warrant(s) so far for the financial years ended 2010-2011 and 2011-2012 are requested to lodge their claims with the Company. According to the provisions of the Act, no claims shall lie against the said Fund of the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on February 28, 2017 (“IEPF Rules”) which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unpaid/unclaimed amount. In terms of the IEPF Rules, the Company has uploaded the information in respect of the unpaid/unclaimed Dividends as on the date of the last AGM i.e., 14th September, 2017, on the website of IEPF viz. www.iepf.gov.in and under “Investor” section on the website of the Company, i.e., <http://www.jjautomotive.co.in/investor.php>.

The summary of the unpaid dividend for the past years and the dates on which the outstanding amount shall be transferred to Investor Education and Protection Fund are given in the table below.

Date of AGM	Balance as on March 31, 2018 (₹)	Dividend for the year	Date of Transfer to Investor Education & Protection Fund
30.09.2011	33150/-	2010-11	04.12.2018
28.09.2012	40500/-	2011-12	02.12.2019

As per the provisions of Section 124 of the Companies Act, 2013, Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection



Fund (IEPF) Authority. In accordance with the IEPF Rules, the Company has transferred unpaid / unclaimed dividend for the financial year 2009-10 to the IEPF.

Since financial year 2012 –2013 and thereafter no dividend was declared/recommended by the Company.

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 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.*
9. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website 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.
10. 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 Agents of the Company.
11. Disclosure pursuant to Regulation 36(3) and 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) with respect to Director seeking re-appointment at the Meeting is attached hereto.
12. 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, and transmission of shares and transposition of names.
13. 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.

14. The Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. <http://www.jjautomotive.co.in/investor.php>.
15. The route map of the venue of the Meeting is given in the Notice.
16. **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 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.
 - II. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).



III. 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.

IV. **The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period commences on 22nd September, 2018 [09:00 A.M. (IST)] and ends on 24th September, 2018 [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 18th September, 2018, 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 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.
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
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • 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 the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (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.
 - 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 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 under help section or write an email to 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.

17. 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 and sureliaramakant@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September, 2018 up to 05:00 pm without which the vote shall not be treated as valid.
18. 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 18th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
19. 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 10th August, 2018.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. 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 18th September, 2018, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. 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.
23. 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. 18th September, 2018, are requested to send the written / email communication to the Company at secretaryjj@jjauto.org by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. **Mr. Ramakant Surelia (Sharma), Practicing Advocate (Membership No. F/567/1996)**, 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 48 hours 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, which shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jjautomotive.co.in and on the website of CDSL. The same will be communicated to the listed stock exchange viz. The Calcutta Stock Exchange Ltd.
26. As required by Regulation 36(3) and 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the Director whose re-appointment is proposed for consideration of the members are given below:

The JJ group was started by Mr. K.P. Jhunhunwala. 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 are:

Name of Director Mr. K. P. Jhunjhunwala

Date of Birth / Age 01.10.1930 / 88 years

Date of First Appointment 19.08.1981

Expertise in Specific Functional Area Industrialist

Qualification B. A. (Hons.)

Shareholding in the Company 72,500 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

Terms of appointment/re-appointment Liable to retire by rotation

Relationship between Directors inter-se Mr. Anil Jhunjhunwala, Managing Director of the Company is the son of Mr. K. P. Jhunjhunwala. The sitting fees received and the details of number of Board meetings attended are shown in MGT-9. No remuneration is proposed to be paid.

Registered Office:
25B, Park Street,
Kolkata – 700016
Date: 13.08.2018

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

Sd/-
Anil Jhunjhunwala
Managing Director
[DIN: 00128717]



J. J. AUTOMOTIVE LIMITED

Regd. Off.: 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)

(Annual General Meeting – 25th September, 2018)

I/We hereby record my/our presence at the **37th Annual General Meeting of “J. J. Automotive Limited”** held on Tuesday, 25th September, 2018 at 05:00 P.M at 25B, Park Street, Kolkata – 700016.

Full Name and address of the member (in BLOCK LETTERS): _____ Folio No. _____, DP ID _____, Client ID _____

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 at the entrance. Duplicate slips will not be issued at the venue of the meeting.)



PROXY FORM

J. J. AUTOMOTIVE LIMITED

Regd. Off.: 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

(37th Annual General Meeting – 25th September, 2018)

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 Member(s) : _____
 Registered address : _____
 E – Mail ID : _____
 Folio No./ Client Id : _____
 DP ID : _____

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

1. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____, or failing him
2. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____, or failing him
3. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Tuesday, 25th day of September, 2018 at 05:00 PM at 25B, Park Street, Kolkata – 700016 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	To re-appointment of Mr. K. P. Jhunjunwala who retires by rotation.		
3	To ratify the appointment of Statutory Auditors and fixing their remuneration.		

Signed this _____ day of _____, 2018

Signature of the Shareholder(s) _____

Signature of Proxyholder(s) _____

Note: 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

ROUTE MAP



FREE SCHOOL STREET

MIDDLETON ROW

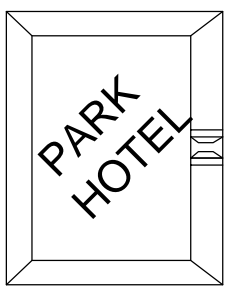
PETROL PUMP

VODAFONE

J.J AUTOMOTIVE LTD.
25B, PARK STREET
KOLKATA-700016

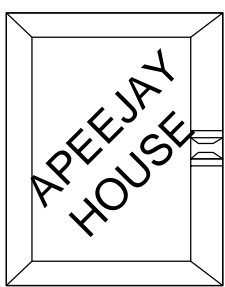
PARK STREET

QUEEN'S MANSION



PARK STREET

RUSSELL STREET



CHOWRINGHEE ROAD

LAND MARK: KARNANI MANSION

