



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

NOTICE IS HEREBY GIVEN THAT THE **EXTRA ORDINARY GENERAL MEETING (EGM)** OF THE MEMBERS OF J. J. AUTOMOTIVE LIMITED will be held on **Thursday, the 15th day of March, 2018 at 11:00 A.M.** at 25B, Park Street, Kolkata-700 016 to transact the following business:

SPECIAL BUSINESS

Item No. 1. Alteration of Object Clause in the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Kolkata, West Bengal, to append following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

‘(4) To carry on Distribution and servicing of Motor Insurance policies including Add-ons.’

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Anil Jhunhunwala, Managing Director [DIN:00128717] of the Company be and is hereby authorised on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign, file and execute all necessary documents, E-forms, applications and returns for the purpose of obtaining all approvals, consents, permissions and sanctions required by the Company and to settle any questions, difficulties or doubts that may arise in this regard including agreeing to any change to the aforesaid sub-clause 4 of the Memorandum of Association of the Company, as may be required by the Registrar of Companies, Kolkata, West Bengal and/or any statutory/regulatory authority.

Registered Office:

25B, Park Street,
Kolkata – 700016
Date: 06.02.2018

By order of the Board
For J. J. Automotive Limited
Sd/-
Anil Jhunhunwala
Managing Director
DIN: 00128717

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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 EGM 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. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
5. 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.
6. Members may also note that the notice of the Extra Ordinary General Meeting 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.
7. 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.
8. The Explanatory Statement pursuant to Section 102 of the Act with respect to item no. 1 of the Notice set out above, is annexed hereto and forms part of this Notice.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. to 5.00 P.M. (IST) on all working days from the date of dispatch of the Notice till the last date for receipt of votes by e-voting.
10. 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.



11. 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.

12. The route map of the venue of the Meeting is given in the Notice.

13. 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 Extra Ordinary General Meeting (EGM) 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 EGM ("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 EGM 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 EGM may also attend the EGM 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 12th March, 2018 [09:00 A.M. (IST)] and ends on 14th March, 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 08th March, 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	<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"> 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)	<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"> 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.
14. 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 14th March, 2018 up to 11:00 A.M. without which the vote shall not be treated as valid.
15. 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 08th March, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
16. The notice of Extra Ordinary 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 02nd February, 2018.



17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 08th March, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. 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 08th March, 2018, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. Notice of the Extra-ordinary 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.
20. 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. 08th March, 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.
21. **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 EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, 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.
22. 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. Calcutta Stock Exchange Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated February 06, 2018:

Item No. 1

The current Object Clause of the Memorandum of Association of the Company covers all activities carried on by the Company. However, your Company proposes to undertake the activity of distribution and servicing of Motor Insurance policies including Add-ons as it intends to expand its present scope of operations and venture into new activities. The Board of Directors at their meeting held on 06th February, 2018 has approved the alteration of Memorandum of Association of the Company.



To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Object Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 4 after the existing sub-clause 3 as stated in the Resolution in the annexed notice. The above amendment would be subject

to the approval of the Registrar of Companies, Kolkata, West Bengal and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company. The Board commends the passing of the Special Resolution under Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

NOTE: None of the Directors and KMP or their relatives is interested, financially or otherwise in the above resolution.

**Registered Office:
25B, Park Street
Kolkata – 700016
Date: 06.02.2018**

**By order of the Board
For J. J. Automotive Limited
Sd/-
Anil Jhunjunwala
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)

(Extra Ordinary General Meeting – 15th March, 2018)

I/We hereby record my/our presence at the **Extra Ordinary General Meeting of “J. J. Automotive Limited”** held on Thursday, 15th March, 2018 at 11:00 A.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 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

(Extra Ordinary General Meeting – 15th March, 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 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 EGM of the Company, to be held on Thursday, 15th March, 2018, at 11:00 A.M. at 25B, Park Street, Kolkata – 700016 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution	Optional	
		For	Against
1	Alteration of Object Clause in the Memorandum of Association of the Company.		

Signed this _____ day of _____, 2018
 Signature of the 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



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

(ANNEXURE TO THE NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 15th MARCH, 2018)

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 Extra Ordinary General Meeting (EGM) to be held on Thursday, the 15th day of March, 2018 at 11:00 A.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:

EVSN (E- Voting Sequence Number)	User ID	PAN / Sequence No
180206006		

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

Remote e-Voting Start On	Remote e-Voting End On
12 th March, 2018 at 09:00 A.M. (IST)	14 th March, 2018 at 05:00 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
Sd/-
Anil Jhunjunwala
Managing Director
DIN: 00128717

Place: Kolkata
Date: 06.02.2018

Encl: EGM Notice/Attendance Slip/Proxy Form

ROUTE MAP



PARK MANSION
BUILDING

FREE SCHOOL STREET

MIDDLETON ROW

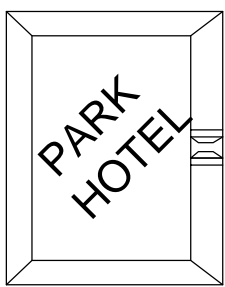
PETROL PUMP

VODAFONE

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

PARK STREET

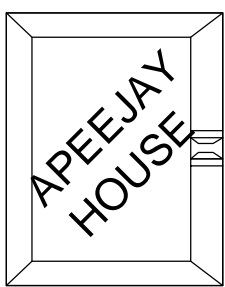
QUEEN'S MANSION



PARK
HOTEL

RUSSELL STREET

PARK STREET



APEEJAY
HOUSE

CHOWRINGHEE ROAD

LAND MARK: KARNANI MANSION

