

J J AUTOMOTIVE LIMITED

Regd. Office : 25B, Park Street, Kolkata - 700 016

Tel. No. : 033-2229 6000, Fax No. : 033-2229 1089

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

CIN : L34103WB1981PLC033996

NOTICE OF THE MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of members of J J Automotive Limited will be held on Saturday, the 29th day of August, 2015 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 financial statements of the company for the year ended 31st March, 2015, including the audited Balance Sheet as at March 31st, 2015, 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.
2. To appoint a director in place of Mr. K.P Jhunjunwala, who retires by rotation and, being eligible, seeks re-appointment.
3. To consider and, if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT, pursuant to the provisions of section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s. G.P Agrawal & Co., Chartered Accountants (FRN : 302082E), the retiring Auditors of the Company, be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the 36th AGM of the Company to be held in the year 2017 (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

4. To consider and, if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mrs. Hilla Eruch Bhathena :-
"RESOLVED THAT Mrs. Hilla Eruch Bhathena, who was appointed as an Additional Director with effect from 1st October, 2014, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of which a notice in writing under Section 160 of the Companies Act, 2013, signifying her candidature as a Director has been received, be and is hereby appointed as a Director of the company."
5. To consider and, if thought fit, pass with or without modification(s), the following resolution as a Special Resolution for approval of appointment and remuneration of Mr. Anil Jhunjunwala as the Managing Director :-
"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Anil Jhunjunwala as Managing Director of the Company from 1st October, 2014 to 30th September, 2019 on terms and conditions as specified in the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 annexed to this notice.
RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and approval of the Company be and is hereby accorded to pay a remuneration of ₹ 24,00,000/- (Rupees Twenty Four Lacs only) per annum to Mr. Anil Jhunjunwala, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the company will pay Mr. Anil Jhunjunwala any remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors over a period of three years from the date of appointment, subject to necessary sanctions and approvals from the government departments, as may be required in this regard."
6. 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, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Shareholders of the Company be and is hereby accorded to borrow, by the

Board of Directors on behalf of the Company, from time to time any sum or sums of money, which along with the sums already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in the ordinary course of business) shall not exceed in aggregate at any time ₹ 50,00,00,000 (Rupees Fifty Crore only) if the aggregate for the time being of the paid-up capital of the Company and its free reserves is less than the above mentioned amount.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”

7. 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** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ₹ 50,00,00,000 (Rupees Fifty Crore only) of loans or advances already obtained or to be obtained from any financial institution, bank, body corporate or company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. To consider and, if thought fit, pass the following resolution as a Special Resolution, to issue Non- Cumulative redeemable Preference Shares :-

“**RESOLVED THAT** pursuant to the provisions of section 55 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and debenture) 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, the approval of the members be and is hereby accorded to authorise the Board of Directors of the Company to create, offer, issue and allot 45,00,000 Non- Cumulative redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each at par on the following terms and conditions :-

- a) The said Preference Shares shall carry preferential right to receive dividend at the rate of 6% per annum in the year in which the Company declares dividend and shall be Non-Cumulative Redeemable Preference Shares. The dividend in the year in which they are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
- b) Such Preference Shares shall be nomenclatured as "6% Non-Cumulative Redeemable Preference Shares" (NCRP)
- c) The said Preference shares shall be redeemable at the option of the company at any time within 20 (twenty) years from the date of allotment along with premium of ₹ 1/- per NCRP for each completed year from the date of allotment.
- d) The said preference shares shall be non convertible.
- e) The said shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
- f) The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the issue proceeds towards the Company's corporate needs as they may deem fit.”

Registered Office :
25B, Park Street
Kolkata - 700016
Date : 15.07.2015

By Order of the Board
for J J Automotive Limited

Anil Jhunjunwala
Managing 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 for the AGM is enclosed.
3. A person can act as 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 or shareholders.
4. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
5. The register and share transfer books will remain closed from 24th August, 2015 to 29th August, 2015 (both days inclusive) for the year ended 31st March, 2015 and the AGM.
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 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 dipankar.das@jjauto.org***
9. Members may also note that the notice of the 34th Annual General Meeting and the Annual Report for 2015 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: dipankar.das@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. **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 Clause 35B of the Listing Agreement, 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 26th August, 2015 (9:00 am) and ends on 28th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2015, may cast their vote 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 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

12. 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 dipankar.das@jjauto.org and sureliaramakant@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th August, 2015 upto 5:00 pm without which the vote shall not be treated as valid.

13. 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 22nd August, 2015.
14. 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, on 10th July, 2015.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. 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 22nd August, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. 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.
18. 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. 22nd August, 2015, are requested to send the written / email communication to the Company at dipankar.das@jjauto.org by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. **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.
20. 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.

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

Item No. 4

Mrs. Hilla Eruch Bhathena was appointed as an Additional Director w.e.f. 1st October, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received written notice from Mrs. Hilla Eruch Bhathena signifying her candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Hilla Eruch Bhathena on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mrs. Hilla Eruch Bhathena and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No. 5

Mr. Anil Jhunjhunwala, aged 56 years, is a co-promoter and Managing Director of the Company, having over 27 years of industry experience in Automobile Sector.

He has excellent grasp and thorough knowledge and experience of not only automobile business but also corporate management.

Owing to his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors were of the considered opinion that for smooth and efficient running of the business, the services of Mr. Anil Jhunjunwala should be available, as a Managing Director to the Company and appointed him with effect from 1st October, 2014 for a period of Five years.

The Consolidated Annual Salary (payable per annum) proposed to be paid to Mr. Anil Jhunjunwala, Managing Director is ₹ 24,00,000/- (Rupees Twenty Four Lacs only). In case, the Company has no profits or its profits are inadequate in any financial year, the company will pay Mr. Anil Jhunjunwala any remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors over a period of three years from the date of appointment, subject to necessary sanctions and approvals from the government departments, as may be required in this regard.

Disclosures Pursuant to sub clause (iv) of paragraph (B) of section II of Part II Schedule V of the Companies Act, 2013.

1. GENERAL INFORMATION

I. Nature of Industry:

Automotive Industry : Trading in Vehicles, Parts and Accessories and Support Services.

II. Date of Commencement of Commercial Business :

The Company was incorporated in the year 1981 and commenced business in Automobile sector since then.

III. Financial Performance of the Company :

The Financial Performance of the Company is as follows :

(in ₹)

Particulars	2014 - 15	2013 - 14
Sales and other Income	1,54,69,59,429	1,51,53,92,744
Profit before Depreciation and Tax but after Prior Period Items	2,51,36,532	2,70,60,887
Depreciation / Amortization	26,62,848	14,84,783
Profit / (Loss) before Exceptional Items and Tax	2,24,73,684	2,55,76,104
Exceptional Gain / (Loss)	-	-
Profit / (Loss) before Tax	2,24,73,684	2,55,76,104

IV. Foreign Earnings, investments or collaborations :

The Company has no foreign earnings, investments or collaborations.

2. Information about appointee :

Sl. No.	Particulars	Details
1.	Background details, Recognition or awards:	Mr. Anil Jhunjunwala joined the business after completing Chartered Accountancy. As Director of JJ Group, he became the prime mover in the automotive business of the Group.
2.	Past Remuneration	Remuneration paid by the Company (for FY 2014-15): ₹6.04 lakhs for a period of six months.

Sl. No.	Particulars	Details
3.	Job Profile & his suitability	He is in overall control of the entire operations of the Company since his joining. He has excellent grasp and thorough knowledge and experience of not only the automobile business but also of general management. Owing to his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors were of the considered opinion that for smooth and efficient running of the business, the services of Mr. Anil Jhunjhunwala should be available, as a Managing Director to the Company.
4.	Remuneration Proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Special Resolution of this Annual General Meeting Notice.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of the appointee, Mr. Anil Jhunjhunwala is fully justifiable and comparable to that prevailing in the industry.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from holding the offices of Managing Director of the Company, Mr. Anil Jhunjhunwala is also a promoter of the Company.

3. Other Information :

I. Reasons of loss or inadequate profits :

Industrial Difficulties

The performance of the automobile and auto component industry in the last fiscal has been one of the most challenging in India; flagging vehicle sales, high capital costs, high interest rates, currency fluctuations and slowing down of the investment in manufacturing, have adversely impacted the growth of the auto component industry. Not to forget the company faces aggressive competition from other players as well.

High Marketing Costs

Automobile companies across segments continue to face tremendous pressure on profit margins. Added to this are the high marketing costs incurred and heavy discounts offered by vehicle manufacturers to attract consumers to the showroom. In line with most domestic driven sectors, the prolonged slow down in the Indian economy has impacted the Indian Automobile Industry also for the past few years.

II. Steps taken or proposed to be taken for improvement :

Focus has been placed on promotion and marketing of products so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company. These steps are expected to positively impact the company's operations in long run.

III. Expected Increase in productivity and profits in measurable terms :

Looking at the past performance and efforts being made during the year, the company is expecting increase in the

sales turnover and in the profits of the company during the year 2015- 16. The productivity and profitability in respect of the business cannot be quantified in measurable terms due to uncertainties involved.

4. Disclosures

The details of remunerations and other information is given in MGT-9, Annexure 2 of the Directors' Report.

Except Mr. Anil Jhunhunwala, Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are members of the Company.

Item No. 6 & 7

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the company accorded by way of a special resolution to borrow money in excess of the company's paid up share capital and free reserves.

The Company intends to borrow from time to time any sum or sums of money which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in ordinary course of business) may exceed the aforesaid limit but not exceeding ₹ 50,00,00,000 (Rupees Fifty Crore only) and seeks your approval for the same. To facilitate the same creation of mortgages/ charges/ hypothecation and floating charges is required by the Board.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 & 7 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 and 7.

Item No. 8

In order to meet the fund requirements of the Company, it is proposed to raise the funds by issue of Redeemable Non-Cumulative Preference Shares. The Preference Shares may be issued in one or more tranches to various entities/persons which may include the Promoter/ Promoter Group and Associates, whether or not they are Member(s) of the Company, on private placement basis.

Disclosure as per Clause 9 (3) of Companies (Share Capital and Debenture) Rules 2014 :

a.	Size of the issue and number of preference shares to be issued and nominal value of each share	As per Resolution
b.	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non - convertible.	Non-Cumulative, Non-Participating and Non-Convertible.
c.	Objectives of the issue	To meet the fund requirements of the Company for expansion and/or modernization of existing business, development of infrastructure for future growth (organic as well as inorganic), capital expenditure, working capital requirements, repayment of debts/indebtedness and for other approved general corporate objectives from time to time.
d.	Manner of issue of shares	Private Placement.
e.	Price at which such shares are proposed to be issued	As per Resolution

f.	Basis on which the price has been arrived at	Price determined in accordance with the extent provisions as applicable		
g.	Terms of issue, including terms and rate of dividend on each share, premium etc.	As per Resolution		
h.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	As per Resolution		
i.	Manner and modes of redemption	Out of profit and/or out of fresh issue of capital.		
j.	Current shareholding pattern of the Company	Equity Shareholding Pattern as on June 30, 2015*:		
		Category	No. of Shares	% to Equity Capital
		Promoter	593150	53.92
		Public	506850	46.08
		Total	1100000	100.00
*Detailed shareholding pattern as on 30.06.2015 is on the website of the company as well as disclosed with Calcutta Stock Exchange.				
k	Expected dilution in equity share capital upon conversion of preference shares.	Not applicable.		

The Directors may be deemed to be concerned to the extent of Redeemable Preference Shares that will be offered to them and applied for and allotted to them.

The board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Registered Office :
25B, Park Street
Kolkata - 700016
Date : 15.07.2015

By Order of the Board
for J J Automotive Limited

Anil Jhunjunwala
Managing Director



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 Saturday, 29th August, 2015 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

(34th Annual General Meeting - 29th August, 2015)

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 or failing him

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 Saturday, 29th day of August, 2015 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
Ordinary Business :			
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 appointment of Auditors and fixing their remuneration.		
Special Business :			
4.	For Regularisation of Additional Director, Mrs. Hilla Eruch Bhathena.		
5.	For approval of appointment and remuneration of Managing Director, Mr. Anil Jhunjhunwala.		
6.	For approving borrowing limits under Section 180(1)(c) of the Companies Act, 2013.		
7.	For authorization to mortgage assets under Section 180(1)(a) of the Companies Act, 2013.		
8.	To issue Non - Cumulative Redeemable Preference Shares.		

Signed this day of 2015

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

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

PARK STREET

RUSSELL STREET

APEEJAY
HOUSE

CHOWRINGHEE ROAD

LAND MARK: KARNANI MANSION

