

J. J. AUTOMOTIVE LIMITED

CIN: L34103WB1981PLC033996

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

Tel: (033) 2229 6000; Fax: (033) 2229 1089

Email: jjauto@dataone.in; Website: www.jjautomotive.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2009 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS').

To,
The Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('Companies Act'), and all other applicable provisions, if any, read with the applicable rules framed under the Companies Act relating to passing of the resolution by Postal Ballot and Regulation 8(1)(b) of the Delisting Regulations to the members of J. J. Automotive Limited ('Company') and pursuant to the requisition letter dated 25.10.2018 received from Mr. Anil Jhunjhunwala (Promoter of the Company) and the resolution passed by the Board of Directors of the Company at its meeting held on 15.11.2018; to consider and if found fit, to pass the following resolution as a special resolution ('Special Resolution') through a postal ballot ('Postal Ballot') or, alternatively, through the e-voting facility offered by the Company in this regard.

The Special Resolution, the explanatory statement ('Explanatory Statement') containing all material facts and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration. Also enclosed is a self-addressed, postage prepaid envelope for your use. The Board of Directors of the Company has appointed Mr. Ramakant Surelia (Sharma), Practicing Advocate as the scrutinizer ('Scrutinizer') for conducting Postal Ballot process in a fair and transparent manner. The members holding Equity Shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours at 05.00 P.M. on 27.12.2018.

Members desiring to avail option of for remote e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to Postal Ballot in this Notice includes votes cast through remote e-voting. The remote e-voting period will commence on 28.11.2018 at 10:00 A.M. and will end on 27.12.2018 at 5:00 P.M. During this period, Members of the Company holding shares as on the cut-off date i.e., 16.11.2018, may cast their vote electronically.

Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside India will have to bear /arrange for their postage expenses.

Members may note that, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to the members of the Company. Accordingly, the

Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at 01.00 P.M. on 29.12.2018 at the Registered Office of the Company. Additionally, the result will be communicated to The Calcutta Stock Exchange Limited ('CSE') where the equity shares of the Company are listed and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website www.jjautomotive.co.in. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the public shareholders of the Company.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE") i.e., the only Stock Exchange where the equity shares of the Company are listed:-

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

“RESOLVED THAT subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed thereunder, the Listing Agreement with The Calcutta Stock Exchange Limited (“CSE”), SEBI (Delisting) Regulations, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”**) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from CSE.”

“RESOLVED FURTHER THAT the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from CSE.”

By Order of the Board
For J.J. Automotive Limited
Sd/-
Hilla Eruch Bhatena
Director
DIN: 06909249

Date: 15.11.2018
Place: Kolkata

NOTES:--

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, are annexed hereto along with a Postal Ballot Form for your consideration.
2. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the registered office of the Company during working day in office hours from 11.00 A.M. up to 5.00 P.M.
3. Mr. Ramakant Surelia(Sharma), Practicing Advocate, (Membership No. F/567/1996), has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. Shareholders are requested to make all correspondences pertaining to shares of the Company to the CFO & Compliance Officer of the Company i.e., Mr. Ramesh Kumar Chitlangia, at 25-B, Park Street, Kolkata- 700016, Tel No.: (033) 2229 6000, Fax No.: (033) 2229 1089, E-mail: jjauto@dataone.in
5. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please read carefully the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 27.12.2018
6. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 16.11.2018. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
7. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. The Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given on the back side of Postal Ballot Form. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
8. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on 28.12.2018. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on - 29.12.2018 at 1.00 P.M. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

By Order of the Board
For J.J. Automotive Limited
Sd/-
Hilla Eruch Bhatena
Director
DIN: 06909249

Date: 15.11.2018
Place: Kolkata

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

1) The equity shares of face value of Rs. 10/- each ('Equity Shares') of J.J. Automotive Limited ('Company') are presently listed on The Calcutta Stock Exchange Limited ('CSE') only. The Promoters/Promoter Group of the Company collectively hold 6,85,200 equity shares of the Company constituting 62.29% of the subscribed and paid-up equity share capital of the Company.

2) The Board of Directors of the Company have received a requisition letter dated 25.10.2018 ('Letter from Promoter Group') from Mr. Anil Jhunjhunwala, Promoter/Promoter Group of the Company. In the said Letter, he has notified his intention to acquire the Equity Shares held by the public shareholders of the Company ('Public Shareholders') by providing an exit opportunity through a voluntary delisting offer ('Delisting Offer') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ('Delisting Regulations') for acquiring 4,14,800 Equity Shares representing 37.71% of the Equity Share Capital held by the public shareholders, in order to delist the Equity Shares from the CSE, the only stock exchange where the equity shares of the company are presently listed.

3) The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility. Additionally, the Promoters believe that the proposed Delisting Offer would provide an exit opportunity to the Public Shareholders.

4) Pursuant to the intimation received from the Promoters, the Board of Directors of the Company, in its meeting held on 31.10.2018, took on record the Promoter's Letter and appointed M/s. VC Corporate Advisors Private Limited as the Merchant Banker for carrying out due diligence as required in terms of regulation 8(1A)(ii) of the Delisting Regulations. On receipt of the Due Diligence Report dated 09.11.2018 from M/s. VC Corporate Advisors Private Limited, the Board of Directors again met on 15.11.2018 and approved the proposed delisting in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to the CSE on 15.11.2018.

5) In terms of regulation 8(1) (b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations. As per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Offer amounts to at least two times the number of votes cast by Public Shareholders against it.

6) The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.

7) The documents referred to in this notice and explanatory statement are available for inspection from 11.00 A.M. upto 04.00 P.M on all workings days (except Saturday, Sundays & Public Holidays) at the Registered Office of the Company, until 27.12.2018.

Your Directors recommend the Special Resolution for approval of the shareholders. None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

By Order of the Board
For J.J. Automotive Limited
Sd/-
Hilla Eruch Bhatena
Director
DIN: 06909249

Date: 15.11.2018
Place: Kolkata

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING:

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 P.M.) on or before 27.12.2018. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/ Unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/ authority as mentioned in point no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

8. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ('CDSL')

The instructions for members voting electronically are as under:

- (i) The voting period begins on 28.11.2018 at 10.00 A.M. and ends on 27.12.2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares in Demat & Physical as on the cut-off date of 16.11.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.

(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.
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in 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 “RESOLUTION 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

J. J. AUTOMOTIVE LIMITED

CIN: L34103WB1981PLC033996

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

Tel: (033) 2229 6000; Fax: (033) 2229 1089

Email: jjauto@dataone.in; Website: www.jjautomotive.co.in

POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

Please read carefully the instructions attached with the Notice before completing this form

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

- 1 Name of the Sole/ First Named Shareholder :
- 2 Registered address of the sole/ first named Shareholder :
- 3 Name of the Joint Holder(s) if any :
- 4 Registered Folio No. / DP ID & Client ID :
- 5 No. of shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed by means of Postal Ballot for the business set out in the Notice dated 15.11.2018 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Items	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution subject to all the applicable provisions of the Companies Act, 2013 and SEBI (Delisting) Regulations, to consider the voluntary Delisting of the equity shares of the Company from the CSE i.e., the only Stock Exchange where the equity shares of the Company are presently listed.			

Place:

Date:

Signature of the Shareholder/ Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password / PIN
181116003		

Please refer to e-voting instructions mentioned in annexure attached

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

Commencement of e-voting: From <Wednesday, 28.11.2018 at 10.00 A.M.>

End of e-voting: Up to <Thursday, 27.12.2018 at 5.00 P.M.>

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 27.12.2018.

INSTRUCTIONS:

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.
2. Voting period commences on and from 28.11.2018 at 10.00 A.M. and ends on 27.12.2018 at 05.00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on 29.12.2018 at 01:00 P.M. at the Registered Office of the Company and shall also be published in the newspapers.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on 16.11.2018.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. Ramakant Surelia (Sharma), Practicing Advocate, (Membership No. F/567/1996) appointed by the Company at 25-B, Park Street, Kolkata- 700 016, so as to reach the Scrutinizer not later 5:00 P.M. on 27.12.2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
8. A Member can apply for duplicate Postal Ballot Form through an email at jjauto@dataone.in, or may be downloaded from the Company's website at www.jjautomotive.co.in if so required. For any clarification(s), please contact Mr. Ramesh Kumar Chitlangia, at jjauto@dataone.in.
9. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
10. Members are requested not to send any other paper (other than Board Resolution/ authority as mentioned in point no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.