

# J. J. AUTOMOTIVE LTD.

3C, Park Plaza, 71, Park Street, Kolkata - 700 016

CIN : L34103WB1981PLC033996

Tel : 2229 1083/84/6000, Fax : 91 033 2229 1089

E-mail : jjauto@dataone.in

Website : www.jjautomotive.co.in



Date: 29.12.2018

To,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range  
Kolkata-700 001

Sir,

**Sub: Result of Postal Ballot and E-voting**

In continuation to our letter dated 15<sup>th</sup> November, 2018 regarding outcome of Board Meeting submitted under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

1. Voting Results as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of Scrutinizer dated 28<sup>th</sup> December, 2018.

Based on the Scrutinizer's Report, we wish to inform you that the resolution mentioned in the Notice of Postal Ballot dated 15<sup>th</sup> November, 2018 has been passed by the Members of the Company with requisite majority.

Voting Results along with the Scrutinizer's Report is available on the Company's website [www.jjautomotive.co.in](http://www.jjautomotive.co.in)

You are requested to kindly take the abovementioned documents on record and oblige. Please acknowledge receipt.

Thanking you.

Yours faithfully,

For J. J. Automotive Limited

*Hilla Eruch Bhathena*

Hilla Eruch Bhathena

Director

DIN: 06909249



Encl.: As above

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## Voting Results of Postal Ballot

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	15.11.2018
Total number of shareholders on record date	139
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

### Agenda- wise disclosure

Resolution:		Voluntary Delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are presently listed						
Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,85,200	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		6,85,200	100%	6,85,200	Nil	100%	Nil
	Total		6,85,200	6,85,200	100%	6,85,200	Nil	100%
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4,14,800	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2,16,000	52.07%	2,16,000	Nil	100%	Nil
	Total		4,14,800	2,16,000	52.07%	2,16,000	Nil	100%
Total		11,00,000	9,01,200	81.93%	9,01,200	Nil	100%	Nil

Result: Based on the aforesaid result, special resolution contained in the Postal Ballot Notice dated 15<sup>th</sup> November, 2018 is hereby passed with requisite majority

For J. J. AUTOMOTIVE LTD.

*Hilli Bhattacharya*

Director





## SCRUTINIZER'S REPORT

[Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
J. J. Automotive Limited  
25B, Park Street,  
Kolkata - 700016

**Sub: Passing of Resolution through Postal Ballot (including E-Voting)**

Dear Sir,

I, Ramakant Surelia (Sharma), Practicing Advocate (Membership no. F/567/1996) having office at Unit No. 9, Buckland Bridge Approach Road, Howrah - 711101 have been appointed as a scrutinizer of J. J. Automotive Limited (the Company) on 15<sup>th</sup> November, 2018 for the purpose of scrutinizing Postal Ballot voting including voting by electronic means in a fair and transparent manner in respect of resolution as set out in the notice of Postal Ballot dated 15<sup>th</sup> November, 2018.

The Management of the Company is responsible for compliance with requirements of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to postal ballot voting and voting through electronic means on Resolution contained in the notice convening the aforesaid Postal Ballot.

My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report for the Vote cast in "Favour" or "Against" the resolutions stated in the notice of the Postal Ballot, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facility engaged by the Company and the postal ballots received till the time fixed for closing of the voting process i.e., till 05:00 P.M. on 27<sup>th</sup> December, 2018.

I submit my report as under:

1) The Notice dated 15<sup>th</sup> November, 2018 convening Postal Ballot of the Company along with Statement setting out material facts under Section 102 of the Act and self-addressed pre-paid postage envelopes were sent to shareholders whose name(s) appeared on the Register of Members as on 16<sup>th</sup> November, 2018 as under:

- On 27<sup>th</sup> November, 2018, by e-mail to 28 (twenty eight) members who had registered their e-mail IDs with the Company/Depositories; and
- On 27<sup>th</sup> November, 2018, in physical form by Registered Post to 111 (One hundred and eleven) members.





- 2) The shareholders of the Company had option to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website, [www.evotingindia.com](http://www.evotingindia.com) of Central Depository Services Limited CDSL.
- 3) The e-voting and postal ballot period commenced on Wednesday, 28<sup>th</sup> November, 2018 at 10:00 A.M. and ended on Thursday, 27<sup>th</sup> December, 2018 at 05:00 P.M.
- 4) The votes were unblocked on Friday, 28<sup>th</sup> December, 2018 at 10:24 A.M., in the presence of two witnesses Mr. Pankaj Verma of 135, Picnic Garden Road, 2<sup>nd</sup> Floor, Kolkata-700039 & Mr. Reyaz Patel of 1, M.L.M Road, Kolkata - 700 017, who are not in the employment of the company. They have signed below, in confirmation of the votes being unblocked in their presence.

Mr. Pankaj Verma

Mr. Reyaz Patel

- 5) Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of CDSL and physical postal ballot during said period have been taken into consideration for the purpose of my report.
- 6) On scrutiny, I report that 19 (Nineteen) shareholders have voted physically through postal ballot forms and none of the shareholders have voted electronically through e-voting process as per the data available on the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>). The snapshot of e-voting report generated is attached and marked as "Annexure - 1". Out of the aforementioned 19 (Nineteen) shareholders who have casted their votes all the 11 (Eleven) shareholders belonging to the Promoter Group have casted their votes and 8 (Eight) shareholders out of 128 public shareholders have casted their votes. The result of voting is as under:

**Special Resolution:** Voluntary Delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are presently listed

"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."







**VOTES CAST IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of outstanding equity shares of the Company
E-Voting	Nil	Nil	Nil
Physical Postal Ballot Form	19	9,01,200	81.93%
<b>Total Voting</b>	<b>19</b>	<b>9,01,200</b>	<b>81.93%</b>

**VOTES CAST AGAINST THE RESOLUTION:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of outstanding equity shares of the Company
E-Voting	Nil	Nil	Nil
Physical Postal Ballot Form	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES:**

Mode of Voting	Number of Members voted through electronic means and postal ballot	Number of votes cast	% of total number of outstanding equity shares of the Company
E-Voting	Nil	Nil	Nil
Physical Postal Ballot Form	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**SUMMARY:**

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes against on votes Polled (7) = [(5)/(2)] * 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	6,85,200	6,85,200	100%	6,85,200	Nil	100%	Nil
	<b>Total</b>	<b>6,85,200</b>	<b>6,85,200</b>	<b>100%</b>	<b>6,85,200</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
Public-Institutions	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Public – Non Institutions	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	4,14,800	2,16,000	52.07%	2,16,000	Nil	100%	Nil
	<b>Total</b>	<b>4,14,800</b>	<b>2,16,000</b>	<b>52.07%</b>	<b>2,16,000</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Total</b>		<b>11,00,000</b>	<b>9,01,200</b>	<b>81.93%</b>	<b>9,01,200</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>



*Sureli*

**RAMAKANT SURELIA (SHARMA)**  
ADVOCATE, HIGH COURT CALCUTTA



UNIT NO. 9, BUCKLAND BRIDGE  
APPROACH ROAD, HOWRAH - 711101  
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Notes:

- i. The terms "Public Shareholders" and "Promoter Shareholders" have the same meaning as assigned to them under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and subsequent amendments thereto ("Delisting Regulations").
- ii. The total valid votes cast by the Public Shareholders in favour of the proposed resolution are more than 2 times of the valid votes cast by the Public Shareholders against the resolution.

In view of the above scrutiny, I hereby certify that the **Special Resolution** for the Delisting of Equity Shares of the Company as set out in notice dated 15<sup>th</sup> November, 2018 has been approved and passed by the requisite majority as required under regulation 8(1)(b) of the Delisting Regulations.

- iii. The Register, all other papers and relevant records relating to electronic voting shall remain in my custody until the Director considers, approves and signs the Minutes of the aforesaid Postal Ballot Result and thereafter the same will be handed over to the Director or any other person authorized by him in due course for safe keeping.

Kindly arrange to declare the results accordingly.

Thanking you.

Yours faithfully,



Ramakant Surelia (Sharma)  
Practicing Advocate  
Mem. No. F/567/1996

Date: 28.12.2018  
Place: Kolkata



ANNEXURE 1

Report Generation Date and Time :  
28-12-2018:10:24:16

EVSN	ISIN	No of Folios Voted
181116003	INE585C01018	0

Voting Start Date and Time : 28-11-2018 10:00

Voting End Date and Time : 27-12-2018 17:00

Voting Finalisation Date and Time: 28-12-2018 10:24

Res. No.	Yes Count	Yes (%)	No Count	No (%)	Total Count	Total
1	0	0 (0%)	0	0 (0%)	0	0.000



*[Handwritten Signature]*