

JMA/CSCors/2018-19/dt: **30th March, 2019**

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai – 400 051
Fax No. : +91-22-26598237/38
Telephone No. : +91-22-26598235/36,8346

Sub: **NOTICE OF EXTRA-ORDINARY GENERAL MEETING, CUT-OFF DATE, E-VOTING INFORMATION AND CALENDAR OF EVENTS**

Name of the Company	Jullundur Motor Agency (Delhi) Limited
Symbol	JMA
ISIN	INE412C01015

I) EXTRA-ORDINARY GENERAL MEETING (S. No. 1st for Financial Year 2019-20)

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") and/or other applicable provisions of the Companies Act, 2013 and also, with reference to the captioned subject, Notice is hereby given that the Extra-Ordinary General Meeting ("**EGM**") (S. No. 1st for the Financial Year 2019-20) of the members of Jullundur Motor Agency (Delhi) Limited ("**the Company**") will be held on **Thursday, 25th April, 2019 at 10:30 A.M.** at its Registered Office situated at 458-1/16, Sohna Road, Opposite New Court, Gurugram (Gurgaon), Haryana – 122 001, INDIA, Notice of EGM is enclosed herewith as "**Annexure – I**".

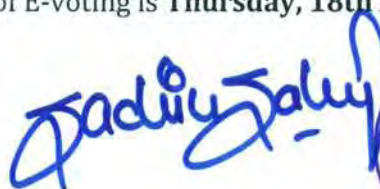
The following items are being proposed to consider and approve at the ensuing EGM:

- To consider and approve Sub-division of equity shares of the Company;
- To consider and approve the amendment in capital clause of Memorandum of Association;
- To consider and approve the remuneration of Shri Virat Sondhi, Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment; and
- To consider and approve the remuneration of Shri Deepak Arora, Joint Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment

It is to further inform that **Notice of EGM** has been dispatched to directors, statutory auditors, secretarial auditors, internal auditors and members to their registered email addresses with Company/Depository Participants / Company / RTA and by post to the members who have not registered their email addresses with the Company/RTA.

II) CUT-OFF DATE FOR E-VOTING

The Cut-off date for the purpose of E-voting is **Thursday, 18th April, 2019.**




III) E-VOTING AND SCRUTINIZER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to its members enabling them to cast their votes electronically for the resolution(s) as set out in the Notice of EGM.

- The Company has availed the e-voting services as provided by the Central Depository Services (India) Limited ("CDSL").
- M/s Vijay K. Singhal & Associates, Practicing Company Secretaries, New Delhi (Shri Vijay K. Singhal, Proprietor), have been appointed as scrutinizer for conducting the e-voting process in a fair and transparent manner.

IV) PERIOD OF E-VOTING

The e-voting period will commence from **Monday, 22nd April, 2019 (9:00 A.M)** and ends on **Wednesday, 24th April, 2019 (5:00 P.M)**. The 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. The voting rights of members shall be as per the number of equity shares held by the members as on the cut-off date i.e. **Thursday, 18th April, 2019**.

V) NOTICE OF EGM ON WEBSITE OF THE COMPANY

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, Notice of EGM is also available on Company's website www.jmaindia.com.

VI) CALENDAR / SCHEDULE OF EVENTS IS AS UNDER:

S.No.	Particulars	Dates
1.	Extra-Ordinary General Meeting	Thursday, 25th April, 2019 at 10:30 a.m.
2.	Cut-off date for E-Voting	Thursday, 18th April, 2019
3.	E-Voting Period	Monday, 22nd April, 2019 (9:00 a.m.) to Wednesday, 24th April, 2019 (5:00 p.m.)

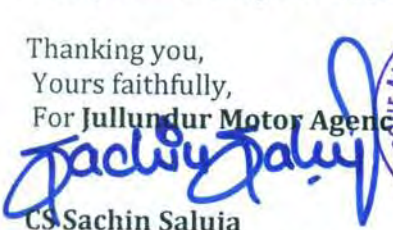
This is for your information and record.

Aforesaid disclosures/intimation/corporate actions are being made in terms of the provisions of the Companies Act, 2013, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt of the same.

Thanking you,
Yours faithfully,

For Jullundur Motor Agency (Delhi) Limited




CS Sachin Saluja
Company Secretary & Compliance Officer
(M. No.: A24269)

Encl: As Above



JULLUNDUR MOTOR AGENCY (DELHI) LIMITED

(CIN: L35999HR1998PLC033943)

Regd. Office : 458-1/16, Sohna Road, Opp. New Court, Gurgaon-122001 (Haryana)

Ph. : 0124 -3019210, 3019211, Fax : 0124-4233868, E-mail : info@jmaindia.com, Website : www.jmaindia.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING (S.No.1 for Financial Year 2019-20)

NOTICE is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of Jullundur Motor Agency (Delhi) Limited will be held on Thursday, the 25th day of April, 2019 at 10:30 A.M. at registered office situated at 458-1/16, Sohna Road, Opposite New Court, Gurugram-122001, Haryana, India, to transact the following Special Businesses:

ITEM NO. 1

To consider and approve Sub-division of equity shares of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the respective rules made thereunder (including any statutory modifications thereto or re-enactment thereof, for the time being in force), and Article 55 and along with other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, the consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of INR 10/- (INR Ten only) each in the capital of the Company fully paid up, into 5 Equity Shares of INR 2/- (INR Two only) each fully paid up and all the Equity Shares of INR 10/- (INR Ten only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose."

"RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up Equity Shares of nominal value of INR 10/- (INR Ten only) of the Company existing on the Record Date to be fixed by the Board of Directors of the Company shall stand sub-divided into equity shares of nominal value of INR 2/-(INR Two only) each fully paid up."

"RESOLVED FURTHER THAT upon sub-division as aforesaid, the existing share certificates in relation to the Equity Share capital held in physical form shall be deemed to be automatically cancelled and be of no effect on and from the Record Date and the Company may without the requirement to surrender the existing share certificates(s), issue and dispatch new share certificate(s) in respect of Equity Share(s) held by the Member of the Company consequent upon the sub-division of the Equity Shares as aforesaid and in case of the Equity Shares held in the dematerialized form, the sub-divided equity shares be credited to the respective demat account of the beneficiary in lieu of the existing Equity Shares held by them."

"RESOLVED FURTHER THAT on sub division, 5 (Five) Equity Shares of face value of INR 2/- (INR Two only) each be allotted in lieu of existing 1(one) Equity Share of INR 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid Equity Shares of INR 10/- each of the Company and shall be entitled to participate in full after the subdivided Equity Shares are allotted.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby, severally or jointly as may be required, authorized to (a) execute and file necessary applications, declarations, and other documents with stock exchange, depositories, Registrar and Transfer Agent(s) and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; d) take such steps as may be necessary to obtain necessary approval(s) / consent(s) whether statutory, contractual or otherwise, in relation to sub-division and to execute all deeds, applications, documents and writings that may be required including filing of e-forms and / or returns with the office(s) of Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and / or any other government authorities / statutory bodies, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

ITEM NO. 2

To consider and approve the amendment in capital clause of Memorandum of Association

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

"RESOLVED THAT pursuant to Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time



being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause:

- V. The Authorized Capital of the Company is INR 10,00,00,000/- (INR Ten Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of INR 2/- each with the power to increase and with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified or other special rights, privileges or conditions and with powers from time to time, to alter, or modify or abrogate any preferential, deferred qualified or other special rights, privileges and conditions for the time being attached to any class or classes of shares.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby, severally or jointly as may be required, authorized to take such steps as may be necessary to obtain necessary approval(s) / consent(s) whether statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required including filing of e-forms /returns with the office of Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs and / or any other government authorities / statutory bodies, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

ITEM NO. 3

To consider and approve the remuneration of Shri Virat Sondhi, Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the remaining tenure of his appointment

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

"RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Act, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Virat Sondhi (DIN: 00092902), Managing Director at such terms and conditions as approved by members in its 66th Annual General Meeting held on 28th September, 2015, notwithstanding that the annual aggregate remuneration payable to Shri Virat Sondhi, Managing Director and Shri Deepak Arora, Joint Managing Director, jointly exceeds 5% of the net profit of the Company as calculated under Section 198 of the Act in any year during the remaining tenure of his appointment and all existing terms and conditions of appointment shall remain the same as per approved accorded by members at 66th Annual General Meeting."

"RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Shri Virat Sondhi as Managing Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby, severally or jointly as may be required, authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

ITEM NO. 4

To consider and approve the remuneration of Shri Deepak Arora, Joint Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the remaining tenure of his appointment

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

"RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Act, consent of the Members be and is hereby accorded for payment of remuneration to Shri Deepak Arora (DIN: 00093077), Joint Managing Director at such terms and conditions as approved by members in its 66th Annual General Meeting held on 28th September, 2015, notwithstanding that the annual aggregate remuneration payable to Shri Deepak Arora, Joint Managing Director and Shri Virat Sondhi, Managing Director, jointly exceeds 5% of the net profit of the Company as calculated under Section 198 of the Act in any year during the remaining tenure of his appointment and all existing terms and conditions of appointment shall remain the same as per approved accorded by members at 66th Annual General Meeting."

"RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Shri Deepak Arora, Joint Managing Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby, severally or jointly as may be required, authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

By Order of the Board of Directors
For Jullundur Motor Agency (Delhi) Limited
Sd/-
CS Sachin Saluja
Company Secretary & Compliance Officer
M.No. A24269

Date: **19th March, 2019**

Place: **Gurugram, Haryana**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT EGM MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of proxy (ies), in order to be valid and effective, must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of EGM. Proxy Form forms part of this Notice of EGM. Proxy (ies) on behalf of the company (ies)/society etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total paid-up share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business as set out above to be transacted at EGM is annexed hereto and forms part of this Notice.
3. The cut-off date for the purpose of E-voting is 18th April, 2019.
4. Members are requested to bring their attendance slip along with Notice to the EGM.
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at EGM.
6. Individual shareholders holding shares in the Company, singly or jointly, may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole / all joint shareholders.
7. Members desiring any information as regards to above proposed Items are requested to write to the Company at an early date but not less than 48 hours before the EGM so as to enable the management to keep the information ready at the EGM.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), nominations, power of attorney, change of address, change of name and e-mail address, etc., to their respective Depository Participant only. Members holding shares in physical form are requested to intimate such changes to the Company/MAS Services Limited i.e. Registrar and Share Transfer Agent.
9. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company or MAS Services Limited i.e. Registrar and Share Transfer Agent.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with respective rules made thereunder, the companies can serve Notices and other communications through electronic mode to those members who have registered their e-mail addresses either with the company or with the depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically. Members of the Company, who have registered their e-mail addresses, are also entitled to receive such communication in physical form upon request.

11. Members may also note that the Notice of EGM is also available on the Company's website i.e. www.jmaindia.com. The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during business hours on all working days (Except Saturday and Sunday).
12. Pursuant to Section 108 of the Companies Act, 2013 read with the relevant rules made thereunder, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 18th April, 2019, i.e. the date prior to the commencement of cut-off date are entitled to vote on the resolution set forth in this Notice. Members who have acquired shares after the dispatch of the Notice of EGM and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Monday, 22nd April, 2019 and will end at 5.00 p.m. on Wednesday, 24th April, 2019. The Company has appointed M/s Vijay K. Singhal & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may please refer to overleaf instructions as given with this notice of EGM.

ANNEXURE TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(S.No. 1 for Financial Year 2019-20)

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Items of the accompanying Notice:

ITEM NO. 1

Equity Shares of the Company are listed and are being traded on National Stock Exchange of India Limited. Paid-up capital of the Company is INR 5,96,36,100/- only divided into 59,63,610 equity shares of INR 10/- each fully paid-up. In order to improve the liquidity of the Company's equity shares in the stock market with higher floating stock in absolute numbers, the Board of Directors of the Company at their meeting held on Tuesday, 19th March, 2019, considered it desirable to sub-divide the nominal value of the equity share capital of the Company from INR 10/- per share to INR 2/- per share as proposed in the resolution subject to the approval of the shareholders.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after getting the approval from members of the Company in ensuing Extra-ordinary General Meeting.

Upon approval of the shareholders for sub-division of shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of INR 10/- each will be stand cancelled on the record date and the new share certificate(s) of nominal value of INR 2/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

The Board of Directors recommended the resolution set out at Item No. 1 of the Notice for approval of Members by Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the Resolution except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 2

The proposed Sub-division of the equity shares of the Company of INR 10/- each into smaller denomination of INR 2/- each requires amendment in capital clause of Memorandum of Association of the Company.

Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub-division i.e. from INR 10,00,00,000/- (INR Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Share of INR 10/- each (INR Ten only) to INR 10,00,00,000/- (INR Ten Crore Only) divided into 5,00,00,000 (Five Crore) Equity Share of INR 2/- each (INR Two only).

The Board of Directors recommended the resolution set out at Item No. 2 of the Notice for approval of Members by Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the Resolution except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 3

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to executive directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under Section 198 of the Companies Act, 2013 where there is more than one such director. The approval so given by the shareholders shall be valid only till the expiry of the term of such director.

Shri Virat Sondhi (DIN: 00092902) was re-appointed as Managing Director for a term of five years effective from 1st April, 2015 and his remuneration was also approved by the Members of the Company in its 66th Annual General Meeting held on 28th September, 2015 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying him remuneration even if the annual aggregate remuneration payable to Shri Virat Sondhi, Managing Director and Shri Deepak Arora, Joint Managing Director, jointly exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution as set out at Item No. 3 of the Notice for approval of Members by Special Resolution.

Shri Virat Sondhi is Promoter and also, holds 11,41,504 equity shares representing 19.14% share in the paid-up capital of the Company.

Apart from Shri Virat Sondhi, who is interested himself, Shri Deepak Arora, Joint Managing Director and Smt Shuchi Arora, Non-Executive Director, are interested in the resolution being son-in-law and daughter respectively of Shri Virat Sondhi. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any.

ITEM NO. 4

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to executive directors who are promoters or members of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under Section 198 of the Act, 2013 where there is more than one such director. The approval so given by the shareholders shall be valid only till the expiry of the term of such director.

Shri Deepak Arora (DIN: 00093077) was re-appointment as Joint Managing Director for a term of five years effective from 1st April, 2015 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 28th September, 2015 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying his remuneration even if the annual aggregate remuneration payable to Shri Deepak Arora, Joint Managing Director and Shri Virat Sondhi, Managing Director, jointly exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, 2013 in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution as set out at Item No. 4 of the Notice for approval of Members by Special Resolution.

Shri Deepak Arora is Promoter and also, holds 232,750 equity shares representing 3.90% in paid-up capital of the Company.

Apart from Shri Deepak Arora, who is interested himself, Shri Virat Sondhi, Managing Director and Smt Shuchi Arora, Non-Executive Director, are interested in the resolution being Father in law and wife respectively of Shri Deepak Arora. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any.

**By Order of the Board of Directors
For Jullundur Motor Agency (Delhi) Limited
Sd/-**

**CS Sachin Saluja
Company Secretary & Compliance Officer
M.No. A24269**

Date: **19th March, 2019**
Place: **Gurugram, Haryana**

JULLUNDUR MOTOR AGENCY (DELHI) LTD.

CIN : L35999HR1998PLC033943

Regd. Office : 458-1/16, Sohna Road, Opp. New Court, Gurgaon-122001 (Haryana)

Ph. : 0124 -3019210, 3019211, Fax : 0124-4233868

E-mail : info@jmaindia.com, Website : www.jmaindia.com

Extra-Ordinary General Meeting - Thursday, 25th April, 2019

(S.No.1 for Financial Year 2019-20)

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

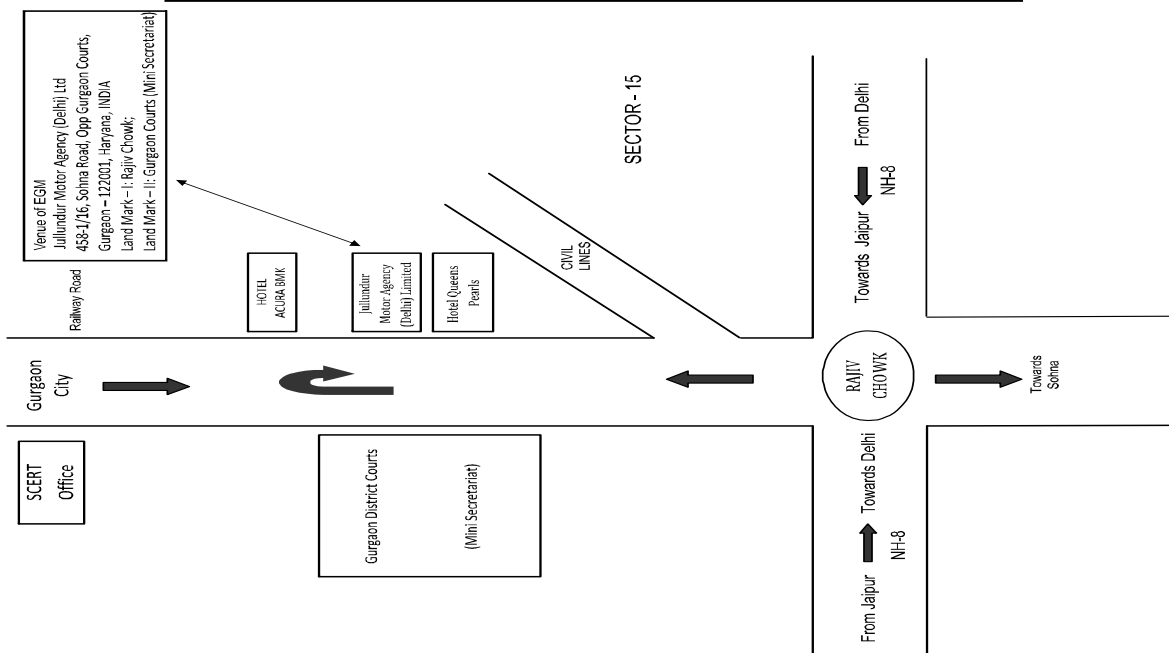
I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Thursday, the 25th day of April, 2019 at 10:30 A.M. at 458-1/16, Sohna Road, Opp. New Court, Gurgaon-122001 (Haryana)

Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

ROUTE MAP FOR EXTRA-ORDINARY GENERAL MEETING



JULLUNDUR MOTOR AGENCY (DELHI) LIMITED
(CIN : L35999HR1998PLC033943)

Regd. Off.: 458-1/16, Sohna Road, Opp. New Court, Gurugram (Gurgaon) - 122001, Haryana
Phone : +91-124-3019210, 211; Email id.: info@jmaindia.com

Extra-Ordinary General Meeting - Thursday, 25th April, 2019
(S.No.1 for Financial Year 2019-20)

FORM MGT - 11

PROXY FORM

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management & Administration) Rules, 2014)**

Name of the member(s):
Registered Address:
Email id.:
Folio No./Client Id.:
DP Id.:

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

1.

Name:
Address:
Email id.:
Signature:

Or failing him/her

2.

Name:
Address:
Email id.:
Signature:

Or failing him/her

3.

Name:
Address:
Email id.:
Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting of the Company, to be held on the Thursday, 25th April, 2019 at 10:30 AM at registered office of the company situated at 458-1/16, Opp. New Court, Sohna Road, Gurugram (Gurgaon) - 122001, Haryana and any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.:	Description	For*	Against*
1.	To consider and approve Sub-division of equity shares of the Company		
2.	To consider and approve the amendment in capital clause of Memorandum of Association		
3.	To consider and approve the remuneration of Shri Virat Sondhi, Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment		
4.	To consider and approve the remuneration of Shri Deepak Arora, Joint Managing Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the remaining tenure of his appointment		

Signed this _____ day of _____ 2019

Signature of Shareholder(s)

Signature of Proxy Holder(s)

**Affix INR 1
Revenue
Stamp**

Notes:

Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.