

13<sup>th</sup> October, 2018

**The BSE Limited**  
Department of Corporate Services  
Floor 1, New Trading Ring  
Rotunda Building. P.J. Towers  
Dalal Street, Fort  
Mumbai 400 001.  
**Scrip Code - 520057**

**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra – Kurla Complex  
Bandra (E)  
Mumbai 400 051.  
**Symbol – JTEKTINDIA; Series – EQ**

**Subject: Notice of the National Company Law Tribunal convened meeting of JTEKT India Limited.**

Dear Sir(s),

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that pursuant to the Order dated 25<sup>th</sup> September, 2018 of the Hon'ble Principal Bench of the National Company Law Tribunal (NCLT) at New Delhi, the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of JTEKT India Limited (the Company) will be held at Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg, Lodhi Road, New Delhi 110003 on Thursday, the 15<sup>th</sup> day of November, 2018 at 2.00 P.M., 3.30 P.M. and 4:30 P.M. respectively for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between JTEKT Sona Automotive India Limited and JTEKT India Limited and their respective Shareholders and Creditors (the "Scheme").

The Company is providing Postal Ballot facility to its Shareholders, Secured Creditors and Unsecured Creditors to vote on the resolution proposed in the aforesaid notice of the NCLT Convened meetings.

Further, the Company is also providing the E-voting facility to the Shareholders of the Company. The Company has engaged Karvy Computershare Private Limited for the purpose of providing E-voting facility to the Shareholders. The E-voting facility can be availed by logging onto the e-voting website <https://evoting.karvy.com>.

The Postal Ballot / E-voting shall commence as under :

		<b>E-VOTING</b>	<b>POSTAL BALLOT</b>
Commencing on	:	16 <sup>th</sup> October, 2018 at 9:00 a.m.	13 <sup>th</sup> October, 2018 at 9:00 a.m.
Ending on	:	14 <sup>th</sup> November, 2018 at 05:00 p.m.	11 <sup>th</sup> November, 2018 at 5:00 p.m.

The Company is also providing facility to vote by way of Polling Papers at the meeting for the Shareholders / Creditors attending the meeting who have not cast their vote by Postal Ballot / E-voting.



**Regd. Office :** UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India.  
**Tel :** +91 11 2331 1924 / 2332 7205, **Telefax :** +91 11 2332 7205  
**CIN :** L29113DL1984PLC018415, **Website :** www.jtekt.co.in

**Works :** 38/6, Delhi-Jaipur Road, NH-8, Gurugram - 122 001, Haryana, India.  
**Tel :** +91 124 468 5000, **Fax :** +91 124 410 4611 / 410 4621.



Deming Application Prize-2003

: 2 :

Please find enclosed herewith the copy of notices of the aforesaid meetings. The said notices are also available on the Company's website [www.jtekt.co.in](http://www.jtekt.co.in).

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**For JTEKT INDIA LIMITED**



**SUDHIR CHOPRA**

**DIRECTOR (CORPORATE AFFAIRS) & COMPANY SECRETARY**

Due to the heavy size of the file, we are not able to upload the supporting documents to the Notice of the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (which are attached herewith), the same can be downloaded from the link -

<http://jtekt.co.in/nclt-convened-meetings.html>

# **JTEKT**

## **JTEKT INDIA LIMITED**

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : [investorgrievance@jtekt.co.in](mailto:investorgrievance@jtekt.co.in), Website: [www.jtekt.co.in](http://www.jtekt.co.in)

**NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF  
JTEKT INDIA LIMITED (AMALGAMATED COMPANY)  
(Convened pursuant to Order dated 25th September, 2018 passed by the  
National Company Law Tribunal, Principal Bench, New Delhi)**

Day	:	Thursday
Date	:	15th November 2018
Time	:	02:00 P.M.
Venue	:	Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003.

### **POSTAL BALLOT AND E-VOTING**

		<b>E-VOTING</b>	<b>POSTAL BALLOT</b>
<b>Commencing on</b>	:	16th October, 2018 at 9:00 a.m.	13th October, 2018 at 9:00 a.m.
<b>Ending on</b>	:	14th November, 2018 at 05:00 p.m.	11th November, 2018 at 05:00 p.m.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investorgrievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF JTEKT INDIA LIMITED**

To

The **Equity Shareholders of JTEKT INDIA LIMITED (the "Company")**

NOTICE is hereby given that by an Order dated 25th September, 2018 (**the "Order"**), in the abovementioned Company Application No. (CAA) 144 (PB) of 2018, the National Company Law Tribunal, Principal Bench at New Delhi has directed a meeting to be held of the Equity Shareholders of the Company (**"Meeting"**), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited and their respective shareholders and creditors (**the "Scheme"**).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Company will be held to transact the special business at 02:00 P.M. on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhasham Pitamah Marg, Lodhi Road, New Delhi, 110003, at which time and place the Equity Shareholders are requested to attend, to consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with the requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi (**"NCLT"/"Tribunal"**) and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Equity Shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (**the "Scheme"**).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

The Company has also provided alternative facilities to the Equity Shareholders to cast their votes by Postal Ballot or by remote e-voting and the Notes to this notice may be referred

for the detailed instructions for casting vote by Postal Ballot and e-voting.

Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Sections 102 and 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip, Postal Ballot Form (as indicated in the index) are enclosed herewith. Copies of the same can also be obtained free of cost from the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

The National Company Law Tribunal, Principal Bench at New Delhi, has appointed Ms. Suruchi Aggarwal, Advocate as the Chairperson and Mr. Vishal Aggarwal, Advocate as the Alternate Chairperson for the said meeting.

The above mentioned Scheme, if approved by the shareholders, will be subject to the subsequent approval by the National Company Law Tribunal, Principal Bench at New Delhi.

Sd./  
Suruchi Aggarwal  
(Chairperson)

Dated this 28<sup>th</sup> day of September, 2018.

Place: New Delhi

**NOTES:**

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY / PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY DULY COMPLETED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UGF-6, INDRA PRAKASH, 21 BARAKHAMB ROAD, NEW DELHI-110001 NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE AFORESAID MEETING.
3. Form of proxy is annexed to this Notice and can also be obtained from the registered office of the Company.
4. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. All alterations made in the Form of Proxy should be initialled.
6. The Notice is being sent to all the Equity Shareholders, whose names appear in the Register of Members / Record of Depositories as on 28th September, 2018 i.e. the cut-off date, by e-mail to the shareholders whose e-mail address is registered with the Company / Depository Participant(s) for communication, and in the physical mode to other shareholders at their respective registered address. The notice may also be accessed on the website of the Company viz. [www.jtekt.co.in](http://www.jtekt.co.in) and website of Karvy Computershare Private Limited - <https://evoting.karvy.com>.
7. Shareholders whose names appear in the Register of Members/Record of Depositories as at the close of business hours on 28th September, 2018 ("cut-off date") will be considered for the purpose of voting through Postal Ballot or Remote e-voting or voting at the meeting venue and the voting rights shall be reckoned based on the equity shareholding as on 28th September, 2018. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. Any person who acquires shares of the Company and becomes the members of the Company after the cut-off date i.e. 28th September, 2018 shall not be eligible to vote either through Postal Ballot, or remote e-voting or at the Meeting venue. Any recipient of this notice who has no voting rights as on the cut-off date should treat the same as intimation only.
8. The voting period for remote e-voting shall commence on 16th October 2018 (09:00 AM) and close on 14th November 2018 (05:00 PM). The voting period for postal Ballot shall commence on 13th October 2018 (09:00 AM) and close on 11th November 2018 (05:00 PM).
9. It is clarified that casting of votes by Postal Ballot or remote E-Voting does not disentitle an equity Shareholder as on the Cut-off date of 28th September, 2018 from attending the Meeting. It is further clarified

- that the Proxies can only vote on Poll at the meeting and not through any other mode.
10. The authorized representative of a Body Corporate or Foreign Institutional Investor ("FIL") or Foreign Portfolio Investor ("FPI"), which is a registered Equity Shareholder of the Company may attend and vote at the Equity Shareholders' meeting, provided a certified true copy of the resolution or authorization document, the Board of Directors or other governing body of such Body Corporate / FIL / FPI authorizing such a representative to attend and vote at the Equity Shareholders' meeting is deposited at the registered office of the Company at least 48 hours before the scheduled time of the commencement of the meeting.
  11. Registered Equity Shareholders are informed that in case of joint holders attending the meeting, joint holders whose name stands first in the Register of Members, and in his / her absence, by the next named member of the Company in respect of such joint holding will be entitled to vote.
  12. Equity Shareholders are requested to hand over the enclosed Attendance Slip, duly filled and signed in accordance with their specimen signature(s) registered with the Company / Depository for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification at the meeting.
  13. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
  14. As directed by the Tribunal, Mr. Gurdev Bassi, has been appointed as the scrutinizer for the said meeting of the Equity Shareholders for conducting the Postal Ballot, remote E-Voting and poll process in a fair and transparent manner. Post meeting, the scrutinizer will submit the report to the Chairman, after completing the scrutiny of the Postal Ballots, remote E-Voting and poll process. The results as declared by the Chairman, along with the report of the scrutinizer shall be displayed at the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 and shall also be placed on the website of the Company viz. [www.jtekt.co.in](http://www.jtekt.co.in) and shall be disseminated to the Stock Exchange(s) simultaneously.
  15. The material documents referred to in the accompanying Explanatory Statement and pursuant to the applicable provisions, shall be opened for inspection, from 10:00 a.m to 1:00 p.m on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Equity Shareholders at the registered office of the Company.
  16. The Notice convening the aforesaid meeting will be published through advertisement in "FINANCIAL EXPRESS" (English) and "JANSATTA" (Hindi), a vernacular newspaper, in the State where the registered office of the Company is situated.
  17. Members can opt for only one mode of voting i.e. either through remote E-Voting / Postal Ballot or polling paper at the Tribunal Convened Meeting. In case members cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Remote E-Voting, (ii) Postal Ballot, and (iii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
  18. Route map and details of a prominent land mark of the venue of the meeting is provided and forms part of the Notice.
  19. In case of any grievance, an Equity Shareholder may contact the below mentioned person:  
Name of the Contact Person : Mr. Sudhir Chopra  
Designation : Director (Corporate Affairs) & Company Secretary  
Email Id : [investorgrievance@jtekt.co.in](mailto:investorgrievance@jtekt.co.in)  
Phone Number : 011-23311924, 23327205
  20. The instructions for members for voting are as under:-
    - (i) **Voting through Postal Ballot Form**  
An Equity Shareholder desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid for by the Company. However, envelopes containing Postal Ballot, if sent by courier or by registered post at the expense of the Equity Shareholder, will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the scrutinizer on

or before 5:00 P.M, 11th November 2018. Any Postal Ballot Form received after 5:00 P.M, 11th November 2018, shall be treated as if the reply from the Equity Shareholder has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Equity Shareholders are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

## ii) Remote e-voting facility

In pursuance of the Regulation 44 of the SEBI Regulations and provisions of Sections 108 and 110 of 2013 Act, the Company is pleased to offer remote e-voting facility as an alternative, for its Equity Shareholders to enable them to cast their vote electronically instead of dispatching postal ballot form. The Company has engaged the services of Karvy Computershare Pvt. Ltd. as the agency to provide e-voting facility to the shareholders of the Company.

21. Instructions relating to remote e-voting are as under:

- (i) The remote e-voting period begins on 16th October, 2018 at 9:00 a.m. (IST) and ends on 14th November 2018 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th September, 2018, may cast their vote electronically. The e-voting module shall be disabled for voting after 5:00 p.m. on 14th November 2018.

In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)] :

- a) Launch internet browser by typing the URL : <https://evoting.karvy.com>.
- b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- c) After entering these details appropriately, click on "LOGIN".

- d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number for JTEKT India Limited.
- g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).



- l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bassi\_chd@yahoo.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- a) User ID and initial password - These will be sent separately.
- b) Please follow all steps from Sr. No. (a) to (l) as mentioned in above, to cast your vote.

Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

22. Securities and Exchange Board of India ("SEBI") vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") provides that approval of public shareholders of the Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for e-voting would be required to be carried out by the Company for seeking approval of the Scheme by its public shareholders in terms of the SEBI Circular. The aforesaid notice sent to the equity shareholders including the public shareholders of the Company would be deemed to be the notice sent to the public shareholders of the Company under the SEBI Circular and the same is in sufficient compliance of SEBI Circular.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investor grievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**EXPLANATORY STATEMENT UNDER SECTION 230 AND 102 OF THE COMPANIES ACT, 2013, READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

1. The National Company Law Tribunal, Principal Bench at New Delhi, by an Order dated 25th September, 2018 in the Company Application referred to above, with respect to the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited and their respective shareholders and creditors ("**Scheme**") has directed the convening of the meeting of the Equity Shareholders and Unsecured Creditors of JTEKT Sona Automotive India Limited ("**Applicant/ Amalgamating Company**") to be held at 11:00 A.M. and 01:00 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003.

The National Company Law Tribunal, Principal Bench at New Delhi by the said Order has further directed the convening of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of JTEKT India Limited ("**Applicant/ Amalgamated Company**") to be held at 2:00 P.M., 03:30 P.M. and 04:30 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003.

2. Securities and Exchange Board of India ("**SEBI**") vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") provides that approval of public shareholders of the Amalgamated Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Amalgamated Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for e-voting would be required to be carried out by the Amalgamated Company for seeking approval of the Scheme by its public shareholders in terms of the SEBI Circular. The aforesaid notice sent to the equity shareholders including the public shareholders of the Amalgamated Company would be deemed to be the notice sent to the public shareholders of the Amalgamated Company under the SEBI Circular and the same is in sufficient compliance of SEBI Circular.
3. The scrutinizer appointed for conducting the postal ballot and e-voting process will submit his separate report to the Chairperson appointed for the meeting of the Equity Shareholders of the Amalgamated Company or to the person duly authorised by her after completion of the scrutiny of the postal ballot including e-voting submitted/ cast by the public shareholders so as to announce the results of the postal ballot and e-voting exercised by the public shareholders of the Amalgamated Company. In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting) in favour of the resolution for approval of the Scheme are more than the number of votes cast by the public shareholders against it.
4. JTEKT Sona Automotive India Limited was incorporated in the NCT of Delhi as a public company under the

provisions of the Companies Act, 1956 (**"1956 Act"**) on 11th July 2007 under its present name vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Applicant/Amalgamating Company has its registered office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamating Company are not listed on any stock exchange in India.

5. The main objects for which the Applicant/Amalgamating Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/Amalgamating Company are as follows:

- "1) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in electronic/electrical power steering systems and components thereof.*
- 2) To design, develop, manufacturing, assemble, test, import, export, process, use, deal, service and trade in plant, machinery, equipment, apparatus, tools, dies, jigs, material, fixtures in the manufacturing, assembling and trade of the electronic/electrical power steering systems and components thereof."*

6. The share capital structure of the Applicant/Amalgamating Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<b>Authorized Capital</b>	
6,00,00,000 equity shares of Rs.10/- each	60,00,00,000
Total	60,00,00,000
<b>Issued, Subscribed and fully paid-up</b>	
5,66,90,000 equity shares of Rs. 10/- each	56,69,00,000
Total	56,69,00,000

7. JTEKT India Limited was incorporated in the NCT of Delhi and Haryana as public company under the provisions of the 1956 Act on 14th June 1984 under the name and style of Sona Steering Systems Limited. The name of the Applicant/Amalgamated Company was thereafter changed to Sona Koyo Steering Systems Limited vide fresh certificate of incorporation dated 18th September 1998 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The name of the Applicant/Amalgamated Company was thereafter changed to its current name vide fresh certificate of incorporation dated 7th April 2018 issued by the Registrar of Companies, Delhi. The Applicant/Amalgamated Company has its registered office at UGF-6 Indraprakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamated Company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

8. The main objects for which the Applicant/Amalgamated Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/ Amalgamated Company are as follows:

- i) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Automotive steering Systems of all types, including Mechanical Steering Gear Assemblies, Power Steering Gear Assemblies and any other type of Steering Gear Assemblies and parts and components, thereof, Associated Products including Hydraulic Pumps, Valves, Steering Columns, Steering Wheels, ball joints, Tie-Rod-Ends, Universal joints, Drop Arms, Steering Linkages and connections of all types and parts and components thereof.*
- ii) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Recirculating Ball Screw Mechanisms of all types, parts components and accessories through and products related thereto.*
- iii) To design, develop, manufacture, buy, sell, lease or hire, import export process, use, deal and trade in plant, machinery, equipment apparatus, materials, articles and commodities in relation to designing, developing, manufacturing, testing, assembling, installing and repairing all types of Steering Systems and parts components and accessories thereof and products related thereto.*
- iv) To design, develop, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in Gearbox Assemblies and Axle Assemblies of all types, parts and components thereof, including gears of all types, Synchronisers, Linkages any accessories thereof and materials equipment and stores used in any relation thereof.*
- v) To develop, manufacture, sell, import, export, and deal in forgings and castings of all types and all equipment, materials and stores used therein or in any relation thereof.*
- vi) To carry on the business of designing, manufacturing, developing, fabricating, machining, assembling, improving, buying, selling, importing, exporting and dealing in all kinds of pressings, forgings, stampings, tubular parts, rollings, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic, mechanical, components and auto parts.*

vii) To develop and commercialize technologies in the field of automation including tools, dyes, moulds, jigs fixtures, special purpose machines and allied business.

viii) To act as agents, retailers, whole sellers, sub-agents, middlemen and authorised representatives of government undertakings, companies and multination corporations engaged in manufacture and dealing in all or any of the items included in sub-clause (vi) and (vii) above and to set up godowns, warehouses, stores and other facilities to deal in the items included above.”

9. The share capital structure of the Applicant/Amalgamated Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<b>Authorized Capital</b>	
27,10,00,000 equity shares of Re. 1/-each	27,10,00,000
Total	27,10,00,000
<b>Issued, Subscribed and Fully Paid Up</b>	
19,87,41,832 equity shares of Re. 1/- each	19,87,41,832
Total	19,87,41,832

10. The Scheme of Amalgamation as approved by the Board of Directors of the Applicant Companies proposes for the transfer and vesting of the Applicant/Amalgamating Company into and with the Applicant/Amalgamated Company pursuant to the provision of Section 230 to 232 and other applicable provisions of the Companies Act 2013 (“2013 Act”) and the consequent dissolution without winding up of the Applicant/Amalgamating Company.

11. The Applicant/Amalgamating Company is presently engaged in the business of manufacturing / production, sale, supply of Column type Electric Power Steering System.

The Applicant/Amalgamated Company is engaged in the manufacturing/production, supply and sale of steering systems, propeller shafts, axle assemblies and other auto components for the passenger car and utility vehicle manufacturers.

12. In accordance with the SEBI directions, JTEKT Limited, the promoter of the Amalgamated Company, has offloaded its shareholding in the Amalgamated Company to be in compliance with the minimum pre & post public shareholding requirements under the SEBI Circular. Accordingly as on date, the Amalgamated Company is in compliance with the minimum pre and post public

shareholding requirement prescribed under the SEBI Circular.

13. The proposed amalgamation of the Applicant/ Amalgamating Company with the Applicant/ Amalgamated Company pursuant to this Scheme shall be in the interest to both the Applicant/Amalgamating Company and the Applicant/Amalgamated Company and all their concerned stakeholders including shareholders, creditors, employees, and general public in the following ways:

(i) Applicant/Amalgamating Company is a joint venture between the Applicant/Amalgamated Company and the majority shareholder of Applicant/ Amalgamated Company, JTEKT Corporation. Apart from essentially being under one management, both the companies also have business and operational synergies. The Applicant/Amalgamated Company is primarily engaged in making manual steering systems which is in turn an input for electrical steering system manufactured by the Applicant/Amalgamating Company. The business of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company can be combined conveniently and carried out in conjunction more advantageously to the customers.

(ii) The Scheme enhances the shareholder’s value accruing from consolidation of the business operations resulting in economies of scale, improving allocation of capital, and optimizing cash flows, thus contributing to the overall growth prospects of the combined entity.

(iii) The Scheme ensures optimum utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the Applicant/Amalgamated Company and Applicant/ Amalgamating Company, better administration and cost reduction, including reduction in managerial, administrative and other common costs.

(iv) The Scheme creates larger asset base and facilitate access to better financial resources.

14. The salient features of the Scheme are as follows (In this paragraph, the Applicant/Amalgamating Company and the Applicant/Amalgamated Company are referred to as the Amalgamating Company and Amalgamated Company):

A. The Appointed Date under the Scheme is 01st April 2018.

B. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company as a going concern.

C. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-

- (i) All assets and properties of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (ii) all immovable and moveable assets including sundry debtors, outstanding loans and advances, if any of the Applicant/Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (iii) all registrations, goodwill, licenses relating to the Applicant/Amalgamating Company shall stand transferred to and be vested in and/or be deemed to be transferred to and vested in the Amalgamated Company;
- (iv) All contracts, deeds, bonds, agreements, etc. to which the Applicant/Amalgamating Company are a party shall stand transferred to and vested in the Amalgamated Company.
- (v) All pending suits, appeals or other proceedings of whatsoever nature relating to the Applicant/Amalgamating Company shall stand transferred to and be deemed to be the proceedings by or against the Amalgamated Company.

D. It is provided for in the Scheme that all employees of the Applicant/Amalgamating Company as on the Effective Date shall become the employees of the Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company without any interruption of service.

E. The Scheme further provides that in terms of Clause 4.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company with the Amalgamated Company, the Amalgamated Company shall issue for every 1000 equity shares of Amalgamating Company of face value of Rs. 10/- each held in Amalgamating Company, every

equity shareholder of the Amalgamating Company other than Amalgamated Company, shall without any application, act or deed, be entitled to receive 1582 equity shares of face value Re. 1/- each of the Amalgamated Company, credited as fully paid up on the same terms and conditions of issue as prevalent in Amalgamating Company.

F. Upon the Scheme becoming effective and with effect from the Appointed Date the entire Authorized Share Capital of the Amalgamating Company shall stand transferred to the Amalgamated Company.

G. It is provided in the Scheme, that upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.

**The aforesaid are only the salient features of the Scheme, you are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.**

15. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/ Amalgamating Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamating Company.

16. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/Amalgamated Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamated Company.

17. No investigation proceedings have been instituted or are pending in relation to the Applicant /Amalgamating Company or the Applicant/Amalgamated Company under the Companies Act 1956 or under the Companies Act 2013.

18. There is no petition for winding up against the Applicant/ Amalgamating Company or the Applicant/Amalgamated Company.

19. The Scheme does not propose any corporate debt restructuring of either of the Applicant Companies.

20. The Details of the Equity Shareholders of the Applicant/ Amalgamating Company are as under :

S. No.	Name	Address	No. of Shares Held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	2,89,11,898

2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi-110001, India.	2,77,78,094
3.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	4
4.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	1
5.	Mr. Seiho Kawakami	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	1
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.	1
7.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan.	1

21. The Board of the Directors of the Applicant/Amalgamating Company in its meeting held on 09th February 2018 approved the Scheme of Amalgamation and filing thereof.

The details of the Directors of the Applicant/ Amalgamating Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan	Yes	--	--
2.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	Yes	--	--
3.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India.	Yes	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra - 411028, India.	Yes	--	--
5.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		

6.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	Yes	--	--
7.	Mr. Hidehito Araki	Flat No.1403, Tower F, Ireo, The Grend Arch Sector -58, Gurgaon-122001, India.	Yes	--	--
8.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018, India.	Yes	--	--
9.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--

22. The details of the promoters and promoter groups of the Applicant/Amalgamated Company are as under:

S. No.	Name of the Promoter	Address of the Promoter	No. of Shares held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	123821374
2.	Maruti Suzuki India Limited	1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	13800000

23. The current shareholding pattern of the Applicant/ Amalgamated Company is as under :

Particulars	Prior to the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	137621374	69.24
Public	61120458	30.76

The expected shareholding pattern of the Applicant/ Amalgamated Company upon the Scheme becoming effective is as under :

Particulars	Post the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	183359997	75%
Public	61120472	25%

24. The Board of the Directors of the Applicant/Amalgamated Company in its meeting held on 09th February 2018 approved the Scheme and filing thereof.

The details of the Directors of the Applicant/ Amalgamated Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Gurugram.	Yes	--	--
2.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		
3.	Mr. Sudhir Chopra	Block "A", House No.880-C, Sushant Lok-I, Gurugram.	Yes	--	--
4.	Mr. Hirofumi Matsuoka	20-3 Koaza-kouda, Ooaza-Housono Seika-Cho, Souraku-Gun, Kyoto-Fu, Japan.	Appointed on 11th August, 2018		
5.	Mr. Toshiya Miki	Flat No.L-154, Park Place, DLF Phase-5, Gurugram.	Yes	--	--
6.	Mr. Ravi Bhoothalingam	308-B, The Laburnum, Block "A", Sushant Lok, Gurugram - 122002.	Yes	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	T-16A, Florida Estate, Keshavnagar, Mundhwa, pune-411036.	Yes	--	--
8.	Mrs. Geeta Mathur	B-1/8, Vasant Vihar, New Delhi-110057.	Yes	--	--
9.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018.	Appointed on 11th August, 2018		
10.	Mr. Hidehito Araki	1403, Tower "F", Ireo, The Grand Arch, Sector 58, Gurugram, Haryana.	Appointed on 11th August, 2018		
11.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--
12.	Mr. Seiho Kawakami (Resigned w.e.f. 10th August 2018)	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	Yes	--	--
13.	Mr. Ramesh Suri (Resigned w.e.f. 4th July 2018)	N-119, Panchsheel Park, New Delhi.	Yes	--	--

25. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Shigemi Takahashi	57	Director	1	--

2.	Mr. Subramanian Ganesh Iyer	57	Deputy Managing Director	1	--
3.	Mr. Hidekazu Omura	61	Chairman	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	74	Director	1	0
5.	Mr. Akihiko Kawano	56	Director	--	--
6.	Mr. Sudhir Chopra	60	Director	4	1500
7.	Mr. Hidehito Araki	61	Independent Director	--	--
8.	Ms. Hiroko Nose	39	Independent Director	--	--

26. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Hidekazu Omura	61	Chairman	--	--
2.	Mr. Akihiko Kawano	56	Managing Director	--	--
3.	Mr. Sudhir Chopra	60	Director (Corpote Affairs) & Company Secretary	4	1500
4.	Mr. Hirofumi Matsuoka	56	Director	--	--
5.	Mr. Toshiya Miki	50	Director	--	--
6.	Mr. Ravi Bhoothalingam	72	Independent Director	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	74	Independent Director	1	--
8.	Mrs. Geeta Mathur	52	Independent Director	--	--
9.	Ms. Hiroko Nose	39	Independent Director	--	--
10.	Mr. Hidehito Araki	61	Independent Director	--	--

27. Mr. Hidekazu Omura, Lt. Gen (Retd.) Shamsheer Singh Mehta, Mr. Akihiko Kawano, Mr. Sudhir Chopra, Mr. Hidehito Araki and Ms. Hiroko Nose are common Directors in the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.

28. The Applicant/Amalgamated Company holds 2,77,78,094 equity shares of Rs.10 each/- of the Applicant/Amalgamating Company.

29. Save as otherwise disclosed above, none of the directors or Key Managerial Personnel ("**KMPs**") are concerned, or interested financially or otherwise in the Scheme.

30. The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Personnel (**as defined under the 2013 Act**) or directors of the Applicant/Amalgamating Company or the Applicant/Amalgamated Company.
31. The Scheme is conditional upon and subject to:-
- (a) the Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as may be directed by the Competent Authority;
  - (b) the Sanction of the Competent Authority under the applicable provisions of the Act in favour of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company by passing the necessary order;
  - (c) receipt of such other sanctions and approvals including sanction of any governmental authority (including Securities and Exchange Board of India) or stock exchange(s) as may be required by law in respect of the Scheme; and
  - (d) certified or authenticated copy of the order of the Competent Authority sanctioning the Scheme being filed with the Registrar of Companies, by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company, as may be applicable.
32. An Equity Shareholder entitled to attend and vote at meeting of the Equity Shareholders of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 11:00 AM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
33. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
34. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 01:00 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
35. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
36. An Equity Shareholder entitled to attend and vote at the meeting of the Equity Shareholders of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 02:00 PM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
37. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
38. A Secured Creditor entitled to attend and vote at the meeting of the Secured Creditors of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 03:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited



- at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
39. A Corporate Secured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  40. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 04:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
  41. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  42. In the present matter, Walker Chandiok & Co. LLP., Chartered Accountants have issued the Recommendation of Share Exchange Ratio.
  43. Further, KJMC Corporate Advisors (India) Ltd. have provided the Fairness Opinion.
  44. BSE and NSE have issued Observation Letters dated 04th September 2018 and 05th September 2018 respectively granting in-principle approval of the Scheme.
  45. The Applicant Companies have not accepted any deposits nor have issued debentures.
  46. A copy of the Notice issued to the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.sonagroup.com](http://www.sonagroup.com).
  47. A copy of the Notice issued to the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/ Amalgamated Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.jtekt.co.in](http://www.jtekt.co.in).
  48. A Copy of the order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi has been filed with the Registrar of Companies by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company on 28th September 2018.
  49. The following documents will be open for inspection by the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company and Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company between 10:00 A.M. and 01:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Equity Shareholders/Creditors at the registered office of the Company(ies).
    - a. Explanatory Statement under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
    - b. Copy of the Company Application No. CA(CAA) 144 (PB) of 2018.
    - c. Copy of the Order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi passed in the above Company Application.
    - d. Copy of the Memorandum and Articles of Association of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.
    - e. Copy of the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors.
    - f. Copy of the Recommendation of Share Exchange Ratio issued by Walker Chandiok & Co. LLP., Chartered Accountants.
    - g. Copy of the Fairness Opinion provided by KJMC Corporate Advisors (India) Ltd.
    - h. Copy of the Observation Letters issued by the BSE and NSE 04th September 2018 and 05th September 2018 respectively.

- i. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamating Company.
- j. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamated Company.
- k. Copy of the Audited Accounts of the Applicant/ Amalgamating Company as on 31st March 2018.
- l. Copy of the Audited Accounts of the Applicant/ Amalgamated Company as on 31st March 2018.
- m. Copy of the unaudited financial statement of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as on 31st August 2018.
- n. Copy of the Extracts of the Board Resolutions, dated 09th February 2018 of the Applicant/ Amalgamating Company and the Applicant/ Amalgamated Company approving the Scheme.
- o. Certificates issued by the auditor of the Applicant/ Amalgamating Company and the Applicant/

Amalgamated Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

For JTEKT Sona Automotive India Limited  
(APPLICANT/ AMALGAMATING COMPANY)

Sd./-

Hitesh Wadhwa  
Company Secretary

For JTEKT India Limited  
(APPLICANT/ AMALGAMATED COMPANY)

Sd./-

Sudhir Chopra  
Director (Corporate Affairs) &  
Company Secretary

Date: 28th September, 2018

Place: New Delhi



**INFORMATION ABOUT JTEKT SONA AUTOMOTIVE INDIA LIMITED**

These information are in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the scheme of amalgamation between JTEKT India Limited ('Amalgamated Company') and JTEKT Sona Automotive India Limited ('Amalgamating Company') and their respective Shareholders and their respective Creditors.

Name of the Company	:	JTEKT Sona Automotive India Limited	
CIN	:	U29268DL2007PLC165741	
Registered Office	:	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001	
Tel.No.	:	+91-011-23311924, +91-011-23327205	
Tele-Fax No.	:	011-23327205	
Website	:	www.sonagroup.com	
Email ID	:	hitesh.wadhera@jtekt.co.in	
Compliance Officer	:	Name	Mr. Hitesh Wadhera
		Address	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001
		Email ID	hitesh.wadhera@jtekt.co.in
		Contact No.	+91-011-23311924, +91-011-23327205

**1. Background about the Company, its Business and Industry Overview:**

JTEKT Sona Automotive India Limited (JSAI) bearing CIN U29268DL2007PLC165741 was incorporated as Public Limited Company on 11<sup>th</sup> July, 2007 under the provisions of Companies Act, 1956. The registered office of the Company is situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

JSAI is a joint venture company of Amalgamated Company and the majority shareholder of Amalgamated Company, JTEKT Corporation, approximately in 49:51 ratio respectively. 8 shares of the JSAI are held by individuals.

Business Overview: JSAI is engaged in the manufacturing / production, supply and sale of Column type Electric Power Steering Systems, and other components thereof for the vehicle manufacturers.

**2. Details about the Promoter(s) of the JSAI:**

S. No.	Name of the Promoter(s)	Nature (Individual/Company/etc.)
1.	JTEKT Corporation	Body Corporate (Incorporate under the Law of Japan)
2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	Company (Incorporate under Law of India)

**JTEKT SONA AUTOMOTIVE INDIA LTD.**

Plant : Plot No. 26, Sector-5, Phase-II, Growth Centre, Bawal,  
Dist. Rewari - 123 501 Haryana India  
Tel : +91 1284 263 200 - 202, Fax : +91 1284 263 203

Regd. Office : UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India  
Tel : +91 11 2331 1924/2332 7205  
CIN : U29268DL2007PLC165741 Website : www.sonagroup.com



3. **Details of Board of the JSAI:**

<b>Particulars:</b>	<b>Details of Board of the Company</b>
Name of Director	Mr. Shigemi Takahashi
DIN	06877117
PAN	AVPPT0715M
Age	57 Years (approximately)
Address	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan
Qualification	Bachelor in Mechanical Engineering
Experience	35 Years (approximately)
Date of Appointment	28/05/2014
Designation	Director
Date of Expiration of Current Terms	N.A
Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Subramanian Ganesh Iyer
DIN	07790967
PAN	ABJPG8289M
Age	57 Years (approximately)
Address	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.
Qualification	CA Inter
Experience	30 Years (approximately)
Date of Appointment	18/05/2017
Designation	Dy. Managing Director
Date of Expiration of Current Terms	17/05/2020 (as Dy. Managing Director of the Company)



Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Hidekazu Omura
DIN	06865724
PAN	ABRPO8998F
Age	60 Years (approximately)
Address	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India
Qualification	Graduate
Experience	38 Years (approximately)
Date of Appointment	18/05/2017
Designation	Chairman
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED b) KOYO BEARINGS INDIA PRIVATE LIMITED c) TOYODA MICROMATIC MACHINERY INDIAPRIVATE LIMITED d) JTEKT INDIA LIMITED
Name of Director	Lt. Gen. (Retd.) Shamsheer Singh Mehta
DIN	02201929
PAN	ADAPM5698R
Age	74 Years (approximately)
Address	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.
Qualification	M.SC (Defense Studies)
Experience	55 Years (approximately)
Date of Appointment	30/07/2012
Designation	Director



Date of Expiration of Current Terms	NA
Number of Shares held in the Company	1
Other Directorships	a) JTEKT INDIA LIMITED b) INVESCO TRUSTEE PRIVATE LIMITED c) RELIGARE HEALTH INSURANCE COMPANY LIMITED
Name of Director	Mr. Akihiko Kawano
DIN	08160588
PAN	HJRPK5347H
Age	55 Years (approximately)
Present Address	Flat No. 123, Tower H, Park Place, Golf Course Road, Gurugram, Haryana 122002
Qualification	Graduate
Experience	37 Years (approximately)
Date of Appointment	01/07/2018
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	Nil
Other Directorships	(a) JTEKT India Limited (b) JTEKT Fuji Kiko Automotive India Limited
Name of Director	Mr. Sudhir Chopra
DIN	00058148
PAN	AAKPC0305J
Age	60 Years (approximately)
Address	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India
Qualification	Company Secretary & LLB
Experience	40 Years (approximately)



Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	4
Other Directorships	a) JTEKT SONA AUTOMOTIVE INDIA LIMITED b) ROOP AUTOMOTIVES LIMITED c) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED
Name of Director	Mr. Hidehito Araki
DIN	02517509
PAN	AICPA7757J
Age	61 Years (approximately)
Address	Flat No.1403, Tower F, Ireo, The Grend Arch Sector - 58, Gurgaon-122001, India
Qualification	Marketing major degree from San Diego State University (USA)
Experience	32 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT INDIA LIMITED b) MINDARIKA PRIVATE LIMITED c) CASA BLANKA CONSULTING PRIVATE LIMITED
Name of Director	Ms. Hiroko Nose
DIN	06389168
PAN	ARDPN7898R
Age	39 Years (approximately)
Address	110-C, GG-1, Vikaspuri, New Delhi-110018, India



Qualification	Graduate in Law, CPA (Certified Public Accountant) of Japan
Experience	15 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) NAC NOSE INDIA PRIVATE LIMITED b) JTEKT INDIA LIMITED

Past Director(s):

Name	Address	DIN	Date of Appointment	Date of Cessation	Reason for Cessation
Dr. Surinder Kapur	No.11, The Greens, Rajokari, New Delhi	00062481	11-07-2007	30-06-2015	Deceased
Ms. Deepika Gera	237E DDA MIG FLATS, RAJOURI GARDEN NEW DELHI Delhi India 110027	00145602	11-07-2007	16-07-2007	Resignation
Mr. Mahroj Alam Ansari	B-89, PARYAVARAN COMPLEX 2ND FLOOR NEW DELHI Delhi India 110030	01576730	16-07-2007	01-10-2007	Resignation
Mr. Masakazu Nagai	46-85, TENDO, SHIGO-CHO, TOYOTA-SHI AICHI, 4700373	01861425	01-10-2007	30-09-2009	Resignation
Mr. Waichiro Ijiri	1-2-266 IKEDA-CHOU, KITA-KU, OSAKA, 5300033	01857812	01-10-2007	30-01-2012	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	01-10-2007	06-06-2013	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	23-10-2015	18-05-2017	Resignation
Mr. Taaki Suzuki	AICHI PREFECTURE TAKAHAMA SHI YUYAMA CHO, 8 CHOME, 2-6 TAKAHAMA SHI 4441332	02808538	30-09-2009	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	28-01-2010	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	26-04-2012	30-07-2012	Resignation





Mr. Seiho Kawakami	31-21, 5 chome, suigen-cho, Toyota-shi, Japan-4710822	03621026	14.09.2011	02-08-2017	Vacation
Mr. Keiichi Sakamoto	7-13 SHIGIGAOKA 2 CHOME SANGOUCYOU, IKOMA NARA 6360813	05182210	30-01-2012	28-05-2014	Resignation
Mr. Yoshio Tsuji	Shiraniwadai 1 choume 2 banchi 21 Ikoma Nara	03225563	30-07-2012	06-08-2013	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	06-08-2013	27-03-2015	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	30-03-2015	30-06-2018	Resignation
Mr. Sunjay Kapur	House No. 11A, Kautilya Marg, Chanakya puri, New Delhi	00145529	06-06-2013	18-05-2017	Resignation
Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India	00058148	11-07-2007	30-07-2012	Resignation
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	27-03-2015	13-07-2015	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	23-10-2015	07-06-2016	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	02-08-2016	10-02-2017	Cessation on return of original director

#### 4. Shareholding Structure of the Company:

S.No.	Name of Shareholder	Number of shares	Percentage of total share capital (%)
1.	JTEKT Corporation, Japan	28911898	51.00%
2.	JTEKT India Limited (Formerly known as Sona Koyo Steering Systems Limited)	27778094	49.00%
3.	Mr. Sudhir Chopra	4	0.00%
4.	Mr. Subramanian Ganesh Iyer	1	0.00%
5.	Mr. Seiho Kawakami	1	0.00%
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	1	0.00%
7.	Mr. Shigemi Takahashi	1	0.00%
	TOTAL	56690000	100.00%



**5. Changes in the shareholding structure of Promoter(s) and Board of the Company:**

Date	Name of the Promoter/Director	Shares(%) to Present Shareholding of 56690000 of the Company	Cumulative Shares	Change (%)
28.11.2007	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	8.56	4850000	8.56
28.11.2007		8.60	4874997	0.04
10.04.2008		8.64	4899994	0.04
05.05.2008		17.29	9799994	8.64
19.07.2008		26.79	15189994	9.51
28.01.2010		37.82	21439994	11.02
27.03.2010		49.00	27778094	11.18
28.11.2007	JTEKT Corporation	9.00	5100000	9.00
10.04.2008		9.00	5099998	0.00
05.05.2008		17.99	10199998	9.00
19.07.2008		27.89	15809998	9.90
28.01.2010		39.36	22315100	11.47
27.03.2010		51.00	28911898	11.64
28.05.2014	Mr. Shigemi Takahashi	0.00	1	0.00
24.07.2014	Lt. Gen (Retd.) Shamsheer Singh Mehta	0.00	1	0.00
23.05.2017	Mr. Sudhir Chopra	0.00	4	0.00
23.05.2017	Mr. Subramanian Ganesh Iyer	0.00	1	0.00



**6. Details of Group Company(ies)/Subsidiary Company(ies)/Joint venture(s):**

Sr. No.	Name of Group Company	Equity Share Capital (in INR, as on 31 <sup>st</sup> March, 2018)	Turnover (Gross Revenue from Operations) for the previous Financial Year (in INR, Lakhs)	Profit after Tax for the previous Financial Year (including comprehensive income, if any) (in INR, Lakhs)	Shareholding held in Group Company	Listing Status
1.	JTEKT India Limited	198,742,000	125091.20	3080.97	--	Yes (NSE & BSE)
2.	JTEKT Fuji Kiko Automotive India Limited	100,000,000	9179.38	952.47	--	No
3.	Toyoda Micromatic Machinery India Private Limited	124,800,000	1499.40	66.33	--	No
4.	Koyo Bearings India Private Limited	3,088,592,880	21509.16	(319.18)	--	No
5.	Koyo Electronics India Private Limited	90,00,000	3,97.12	57.54	--	No

**7. Financial Structure of the Company:**

**7.1 Details of Capital Structure of the Company:**

The Authorised Share Capital of the Company is Rs. 600,000,000 (Rupees Sixty Crore Only) representing 60,000,000 (Six Crore) Equity Shares of Rs. 10/- each and paid up share capital of the Company is Rs. 566,900,000 (Rupees Fifty Six Crore Sixty Nine Lakh Only) representing 56,690,000 (Five Crore Sixty Six Lakh Ninety Thousand) Equity Shares of Rs. 10/- each.

Details of capital structure of the Company						
Date of Allotment	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees (promoters/others)
	No.	%	No.	%		
11.07.2007	50000	0.09	50000	0.09	Subscriber of MOA	Other
28.11.2007	9950000	17.55	10000000	17.64	Preferential Allotment	Promoter



05.05.2008	10000000	17.64	20000000	35.28	Preferential Allotment	Promoter
19.07.2008	11000000	19.40	31000000	54.68	Preferential Allotment	Promoter
28.01.2010	12755102	22.50	43755102	77.18	Preferential Allotment	Promoter
27.03.2010	12934898	22.82	56690000	100.00	Preferential Allotment	Promoter

## 7.2 Details of financial position of last three financial years:

(Amount in Lakh)

Particulars	Audited as on 31.03.2018	As per Last Audited Financial Year		1 Year prior to the last Audited Financial Year	2 Year prior to the last Audited Financial Year
	2017-18	2016-17		2015-16	2014-15
	As per Ind AS	As per Ind AS	As per Indian GAAP	As per Indian GAAP	As per Indian GAAP
Equity Paid Up Capital	5669.00	5669.00	5669.00	5669.00	5669.00
Reserves and Surplus	18322.26	15,203.31	15269.49	12604.66	11074.82
Carry Forward Losses	--	--	--	--	--
<b>Net Worth</b>	<b>23991.26</b>	<b>20872.31</b>	<b>20938.49</b>	<b>18273.66</b>	<b>16743.82</b>
Miscellaneous Expenditure	--	--	--	--	--
Secured Loans	--	--	--	--	--
Unsecured Loans	350.94	967.55	967.55	1612.58	1935.09
Fixed Assets	11741.69	11971.16	12053.53	12885.05	13995.16
Income from Operations	56716.85	60573.02	60573.01	61195.68	64478.62
Total Income	57367.46	61206.29	61206.28	61515.47	64643.58
Total Expenditure	52509.61	57111.56	57133.48	56940.33	59141.03
Profit before Tax	4857.85	4094.73	4072.80	4575.15	5502.54
Profit after Tax	3118.95	2668.24	2664.83	2962.68	3613.42
Cash Profit	5528.41	5098.01	5100.69	5255.55	5841.45
EPS	5.49	4.73	4.70	5.23	6.37
Book value	42.32	36.82	36.94	32.23	29.54



### 7.3 Details of Material Related Party Transactions

Particulars	For the period ended as on 31 <sup>st</sup> March, 2018	For the period ended as on 31 <sup>st</sup> March, 2017
Sale of goods	6,500.91	7,064.23
Purchase of goods	26,449.51	25,608.81
Purchase of capital goods	444.75	347.75
Purchase of tooling	439.08	235.95
Services received	110.44	98.84
Expenses recovered	40.36	20.99
Reimbursement of expenses	278.15	359.36
Royalty and technical fee	1,497.43	1,775.48
Lease rent	54.44	51.67
Dividend paid	-	680.28
Others	1.39	2.81
Other Income	92.72	26.65

**7.4 Aggregate Number of shares for capitalization of Reserves or Profits:** Not Applicable

**7.5 Details of Revaluation of assets:** Not Applicable

### 8. Details of Material Penal Actions / Litigations:

8.1 Details of material penal actions/litigations against the Company: NIL

8.2 Details of material penal actions/litigations against the Promoters: NIL

8.3 Details of material penal actions/litigations against the Directors: NIL

### 9. Declarations:

The Company, its promoters or its Directors are not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

I Sudhir Chopra, Director of the Company do hereby confirm that all the information provided in the document is true and fair to the best of my knowledge and belief as on the date of document.

For JTEKT Sona Automotive India Limited

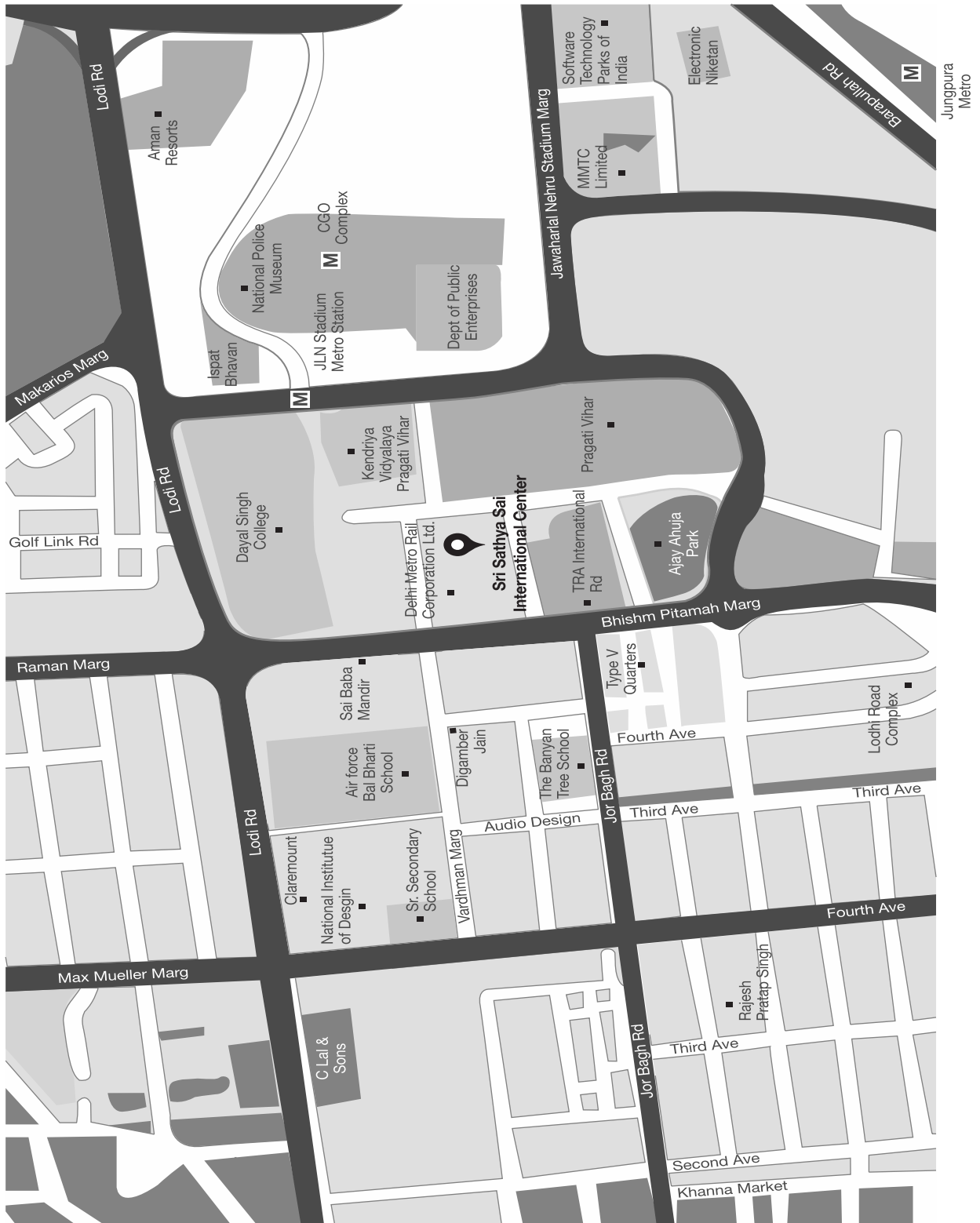


(Sudhir Chopra)  
Director



Place: New Delhi  
Date: 28/09/2018

**ROUTE MAP TO THE VENUE OF THE TRIBUNAL CONVENED MEETING OF  
THE EQUITY SHAREHOLDERS OF JTEKT INDIA LIMITED**



**Sri Sathya Sai International Centre**  
Pragati Vihar, Bhisham Pitamah Marg,  
Lodhi Road, New Delhi 110003.

**FORM NO. MGT-11  
FORM OF PROXY**

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

Name of the Company : JTEKT India Limited  
Registered Office of the Company : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001  
CIN : L29113DL1984PLC018415

Name of the Equity Shareholder(s)	
Registered Address	
Email ID	
Folio No. / DP Id Client Id No * (*Applicable for Investor holding in Demat Form)	
No. of Shares	

I/We being the Equity Shareholder, holding .....shares of the above named Company hereby appoint

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the meeting of the Equity Shareholders of the Company to be held on Thursday, 15th November, 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 02:00 P.M. and at any adjournment thereof in respect of such resolution as indicated below :-

Sl. No.	Resolution	Vote	
		For	Against
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited and JTEKT India Limited and their respective Shareholders and Creditors.		

Signed this ..... day of ..... 2018.

.....  
Signature of Equity Shareholder

Affix Re.1/-  
revenue  
stamp

.....  
Signature of Proxy Holder

**NOTES :**

- (1) Please affix revenue stamp not less than Re.1 before putting signature.
- (2) The proxy must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (3) Strike out which is not necessary.
- (4) All alterations made in the Form of Proxy should be initialled.
- (5) Bodies Corporate would be required to deposit certified copy of the Board Resolution/Power of Attorney or authorization document, as the case may be, authorizing the Individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (6) It optional to put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (7) In case of multiple proxies, proxy later in time shall be accepted.



# JTEKT

## JTEKT INDIA LIMITED

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : investorgrievance@jtekt.co.in, Website:www.jtekt.co.in

### ATTENDANCE SLIP

Folio No. .... DP Id No..... Client Id No.....

Name of Member .....

Father / Husband Name .....

No. of Shares held .....

Name of Proxy / Representative .....

I/We, hereby record my/our presence at the meeting of the Equity Shareholders of JTEKT INDIA LIMITED having its Registered Office at UGF-6, Indra Prakash, 21, Barakhamba Road, New Delhi 110001, convened pursuant to Order dated 25th September, 2018 of the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003 on Thursday, 15th November, 2018 at 02.00 P.M.

.....  
Member/Proxy/Representative Signature

#### Notes :

- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's signature should be in accordance with the specimen signature registered with the Company.
- 3) For security reasons, briefcases, transistors, bags, tiffin boxes, cameras, binoculars, eatables etc. will not be allowed inside the Meeting Hall.



## JTEKT INDIA LIMITED

[Formerly known as Sona Koyo Steering Systems Limited]

(CIN:L29113DL1984PLC018415)

Registered Office:UGF-6,Indraprakash,21,Barakhamba Road, New Delhi 110001.

Tel:011-23311924,23327205

Email:investorgrievance@jtekt.co.in;Website:www.jtekt.co.in

### POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First Named Shareholder (in block letters) :

2. Name(s) of the Joint holder (s), if any (in block Letters) :

3. Registered Folio No./DP ID No./ Client ID No.\* :  
(\*Applicable to investors holding shares in dematerialized form)

4. Number of equity shares held as on 28.09.2018 :

I/We hereby exercise my/our vote(s) through Postal Ballot in respect of the Resolution to be passed at the Meeting convened by Order dated 25th September, 2018 passed by the National Company Law Tribunal, Principal Bench at New Delhi for the business stated in the Notice dated 28th September, 2018 of the Company by conveying/sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Equity shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors			

Place :

Date :

\_\_\_\_\_  
(Signature of the Equity Shareholder)

Note: Please read the instructions carefully printed overleaf before exercising the vote(s) and return this form to scrutinizer.

### **Particulars for voting through Electronic means**

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User Id	Password

**Note: Please read the instructions carefully given in the Postal Ballot Notice dated 28th September, 2018 before exercising your vote.**

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

	E-VOTING	POSTAL BALLOT
Commencing on	: 16th October, 2018 at 9.00 a.m.	13th October, 2018 at 9:00 a.m.
Ending on	: 14th November, 2018 at 5.00 p.m.	11th November, 2018 at 05:00 p.m.

The facility for voting through electronic means will be disabled for voting upon expiry of the aforesaid voting period.

## INSTRUCTIONS

1. Shareholder desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer. Envelope containing Postal Ballot Form, sent by courier or registered post at the expense of the Shareholder will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case the Postal Ballot Form is sent separately by the first Shareholder and the joint Shareholder(s), the vote of the first Shareholder would be valid.
3. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. 11th November, 2018. Any Postal Ballot Form received after this date, will be strictly treated as if reply from such Shareholder has not been received.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders as on the cut-off date i.e. 28th September, 2018.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
7. The Postal Ballot shall not be exercised by a Proxy.
8. There will be only one Postal Ballot form for every Folio/Client id.
9. A Shareholder can opt for only one mode of voting i.e. either through E-voting, Postal Ballot or polling paper at Tribunal Convened Meeting. In case Shareholder cast his/her vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) E-voting, (ii) Postal Ballot, and (iii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
10. Scrutinizer's decision on the validity of the Postal Ballot shall be final.



# **JTEKT**

## **JTEKT INDIA LIMITED**

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : investorgrievance@jtekt.co.in, Website:www.jtekt.co.in

**NOTICE OF THE MEETING OF SECURED CREDITORS OF  
JTEKT INDIA LIMITED (AMALGAMATED COMPANY)  
(Convened pursuant to Order dated 25th September, 2018 passed by the  
National Company Law Tribunal, Principal Bench, New Delhi)**

Day	:	Thursday
Date	:	15th November 2018
Time	:	03:30 P.M.
Venue	:	Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003.

### **POSTAL BALLOT**

<b>Commencing on</b>	:	13th October, 2018 at 9:00 a.m.
<b>Ending on</b>	:	11th November, 2018 at 05:00 p.m.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investorgrievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHARE HOLDERS AND CREDITORS

**NOTICE CONVENING MEETING OF THE SECURED CREDITORS OF JTEKT INDIA LIMITED**

To

The **Secured Creditors of JTEKT INDIA LIMITED (the "Company")**

NOTICE is hereby given that by an Order dated 25th September, 2018 (**the "Order"**), in the abovementioned Company Application No. (CAA) 144 (PB) of 2018, the National Company Law Tribunal, Principal Bench at New Delhi has directed a meeting to be held of the Secured Creditors of the Company (**"Meeting"**), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (**the "Scheme"**).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Secured Creditors of the Company will be held to transact the special business at 03:30 P.M. on Thursday, the 15th of November of 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003, at which time and place the said Secured Creditors are requested to attend, to consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with the requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Secured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (**the "Scheme"**).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

The Company has also provided an alternative facility to the Secured Creditor(s) to cast their vote by Postal Ballot and

the Notes to this notice may be referred for the detailed instructions for casting vote by Postal Ballot.

Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Sections 102 and 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form (as indicated in the Index) are enclosed herewith. Copies of the same can also be obtained free of cost from the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

The National Company Law Tribunal, Principal Bench at New Delhi, has appointed Ms. Suruchi Aggarwal, Advocate as the Chairperson and Mr. Vishal Aggarwal, Advocate as the Alternate Chairperson for the said meeting.

The above mentioned Scheme, if approved by the Secured Creditors, will be subject to the subsequent approval by the National Company Law Tribunal, Principal Bench at New Delhi.

Sd./-  
Suruchi Aggarwal  
(Chairperson)

Dated this 28<sup>th</sup> day of September, 2018.

Place: New Delhi

**NOTES:**

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. Only Secured Creditors of the Company may attend and vote (either in person or by proxy or by authorized representative under Section 113 of the Companies Act, 2013) at the Secured Creditors' meeting. The representative of a body corporate which is a Secured Creditor of the Company may attend and vote at the Secured Creditors' meeting provided a certified true copy of the resolution or authorization documents of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the meeting authorizing such a representative to attend and vote at the Secured Creditors' meeting.
3. Form of proxy is annexed to this Notice and can also be obtained from the registered office of the Company.
4. All alterations in the Form of Proxy should be initialled.
5. The Notice is being sent to all the Secured Creditors, whose names appear in the in the records of the Company as on 31st August 2018 i.e. the cut-off date, by e-mail to the Secured Creditors whose e-mail address is available with the Company for communication, and in the physical mode to other Secured Creditors at their respective registered address.
6. A Secured Creditor or his proxy or authorized representative, as the case may be, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
7. It is clarified that casting of votes by Postal Ballot does not disentitle a Secured Creditor as on the Cut-off date of 31st August, 2018 from attending the Meeting. It is further clarified that the Proxies can only vote on Poll at the meeting and not through any other mode.
8. As directed by the Tribunal, Mr. Gurdev Bassi, has been appointed as the scrutinizer for the said meeting of the Secured Creditors for conducting the Postal Ballot and poll process in a fair and transparent manner. Post meeting, the scrutinizer will submit the report to the Chairman, after completing the scrutiny of the Postal Ballots and poll process. The results as declared by the Chairman, along with the report of the scrutinizer shall be displayed at the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 and shall also be placed on the website viz. [www.jtekt.co.in](http://www.jtekt.co.in).
9. The Secured Creditors can opt for only one mode of voting i.e. either through Postal Ballot or polling paper at the Tribunal Convened Meeting. In case Secured creditors cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Postal Ballot and (ii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
10. The notice convening the meeting will be published through advertisement in "FINANCIAL EXPRESS" in English language and "JANSATTA" in Hindi language.
11. The material documents referred to in the accompanying Explanatory Statement and pursuant to the applicable provisions, shall be opened for inspection, from 10.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Secured Creditors at the registered office of the Company.



12. Route map and details of a prominent land mark of the venue of the meeting is provided and forms part of the Notice.
13. In case of any grievance, a Secured Creditor may contact the below mentioned person:
- Name of the Contact Person : Mr. Sudhir Chopra  
Designation : Director (Corporate Affairs) & Company Secretary  
Email Id : investorgrievance@jtekt.co.in  
Phone Number : 011-23311924, 23327205

14. The instructions for Secured Creditors for voting are as under:-

**Voting through Postal Ballot Form**

A Secured Creditor desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot Form

with assent (for) or dissent (against) and send it to the scrutinizer. Envelopes containing Postal Ballot, if sent by courier or by registered post at the expense of the Secured Creditor, will also be accepted. The Postal Ballot Form, duly completed and signed should reach the scrutinizer on or before 5:00 P.M, 11th November 2018. Any Postal Ballot Form received after 5:00 P.M, 11th November 2018 shall be treated as if the reply from the Secured Creditor has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Secured Creditors are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investor grievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**EXPLANATORY STATEMENT UNDER SECTION 230 AND 102 OF THE COMPANIES ACT, 2013, READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

1. The National Company Law Tribunal, Principal Bench at New Delhi, by an Order dated 25th September, 2018 in the Company Application referred to above, with respect to the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited and their respective shareholders and creditors ("**Scheme**") has directed the convening of the meeting of the Equity Shareholders and Unsecured Creditors of JTEKT Sona Automotive India Limited ("**Applicant/ Amalgamating Company**") to be held at 11:00 A.M. and 01:00 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003.

The National Company Law Tribunal, Principal Bench at New Delhi by the said Order has further directed the convening of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of JTEKT India Limited ("**Applicant/ Amalgamated Company**") to be held at 2:00 P.M., 03:30 P.M. and 04:30 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003.

2. Securities and Exchange Board of India ("**SEBI**") vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") provides that approval of public shareholders of the Amalgamated Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Amalgamated Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for e-voting would be required to be carried out by the Amalgamated Company for seeking approval of the Scheme by its public shareholders in terms of the SEBI Circular. The aforesaid notice sent to the equity shareholders including the public shareholders of the Amalgamated Company would be deemed to be the notice sent to the public shareholders of the Amalgamated Company under the SEBI Circular and the same is in sufficient compliance of SEBI Circular.
3. The scrutinizer appointed for conducting the postal ballot and e-voting process will submit his separate report to the Chairperson appointed for the meeting of the Equity Shareholders of the Amalgamated Company or to the person duly authorised by her after completion of the scrutiny of the postal ballot including e-voting submitted/ cast by the public shareholders so as to announce the results of the postal ballot and e-voting exercised by the public shareholders of the Amalgamated Company. In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting) in favour of the resolution for approval of the Scheme are more than the number of votes cast by the public shareholders against it.
4. JTEKT Sona Automotive India Limited was incorporated in the NCT of Delhi as a public company under the

provisions of the Companies Act, 1956 (**"1956 Act"**) on 11th July 2007 under its present name vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Applicant/Amalgamating Company has its registered office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamating Company are not listed on any stock exchange in India.

5. The main objects for which the Applicant/Amalgamating Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/Amalgamating Company are as follows:

- "1) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in electronic/electrical power steering systems and components thereof.*
- 2) To design, develop, manufacturing, assemble, test, import, export, process, use, deal, service and trade in plant, machinery, equipment, apparatus, tools, dies, jigs, material, fixtures in the manufacturing, assembling and trade of the electronic/electrical power steering systems and components thereof."*

6. The share capital structure of the Applicant/Amalgamating Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<b>Authorized Capital</b>	
6,00,00,000 equity shares of Rs.10/- each	60,00,00,000
Total	60,00,00,000
<b>Issued, Subscribed and fully paid-up</b>	
5,66,90,000 equity shares of Rs. 10/- each	56,69,00,000
Total	56,69,00,000

7. JTEKT India Limited was incorporated in the NCT of Delhi and Haryana as public company under the provisions of the 1956 Act on 14th June 1984 under the name and style of Sona Steering Systems Limited. The name of the Applicant/Amalgamated Company was thereafter changed to Sona Koyo Steering Systems Limited vide fresh certificate of incorporation dated 18th September 1998 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The name of the Applicant/Amalgamated Company was thereafter changed to its current name vide fresh certificate of incorporation dated 7th April 2018 issued by the Registrar of Companies, Delhi. The Applicant/Amalgamated Company has its registered office at UGF-6 Indraprakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamated Company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

8. The main objects for which the Applicant/Amalgamated Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/ Amalgamated Company are as follows:

- i) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Automotive steering Systems of all types, including Mechanical Steering Gear Assemblies, Power Steering Gear Assemblies and any other type of Steering Gear Assemblies and parts and components, thereof, Associated Products including Hydraulic Pumps, Valves, Steering Columns, Steering Wheels, ball joints, Tie-Rod-Ends, Universal joints, Drop Arms, Steering Linkages and connections of all types and parts and components thereof.*
- ii) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Recirculating Ball Screw Mechanisms of all types, parts components and accessories through and products related thereto.*
- iii) To design, develop, manufacture, buy, sell, lease or hire, import export process, use, deal and trade in plant, machinery, equipment apparatus, materials, articles and commodities in relation to designing, developing, manufacturing, testing, assembling, installing and repairing all types of Steering Systems and parts components and accessories thereof and products related thereto.*
- iv) To design, develop, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in Gearbox Assemblies and Axle Assemblies of all types, parts and components thereof, including gears of all types, Synchronisers, Linkages any accessories thereof and materials equipment and stores used in any relation thereof.*
- v) To develop, manufacture, sell, import, export, and deal in forgings and castings of all types and all equipment, materials and stores used therein or in any relation thereof.*
- vi) To carry on the business of designing, manufacturing, developing, fabricating, machining, assembling, improving, buying, selling, importing, exporting and dealing in all kinds of pressings, forgings, stampings, tubular parts, rollings, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic, mechanical, components and auto parts.*

vii) To develop and commercialize technologies in the field of automation including tools, dyes, moulds, jigs fixtures, special purpose machines and allied business.

viii) To act as agents, retailers, whole sellers, sub-agents, middlemen and authorised representatives of government undertakings, companies and multination corporations engaged in manufacture and dealing in all or any of the items included in sub-clause (vi) and (vii) above and to set up godowns, warehouses, stores and other facilities to deal in the items included above.”

9. The share capital structure of the Applicant/Amalgamated Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<u>Authorized Capital</u>	
27,10,00,000 equity shares of Re. 1/-each	27,10,00,000
Total	27,10,00,000
<u>Issued, Subscribed and Fully Paid Up</u>	
19,87,41,832 equity shares of Re. 1/- each	19,87,41,832
Total	19,87,41,832

10. The Scheme of Amalgamation as approved by the Board of Directors of the Applicant Companies proposes for the transfer and vesting of the Applicant/Amalgamating Company into and with the Applicant/Amalgamated Company pursuant to the provision of Section 230 to 232 and other applicable provisions of the Companies Act 2013 (“2013 Act”) and the consequent dissolution without winding up of the Applicant/Amalgamating Company.

11. The Applicant/Amalgamating Company is presently engaged in the business of manufacturing / production, sale, supply of Column type Electric Power Steering System.

The Applicant/Amalgamated Company is engaged in the manufacturing/production, supply and sale of steering systems, propeller shafts, axle assemblies and other auto components for the passenger car and utility vehicle manufacturers.

12. In accordance with the SEBI directions, JTEKT Limited, the promoter of the Amalgamated Company, has offloaded its shareholding in the Amalgamated Company to be in compliance with the minimum pre & post public shareholding requirements under the SEBI Circular. Accordingly as on date, the Amalgamated Company is in compliance with the minimum pre and post public

shareholding requirement prescribed under the SEBI Circular.

13. The proposed amalgamation of the Applicant/ Amalgamating Company and with the Applicant/ Amalgamated Company pursuant to this Scheme shall be in the interest to both the Applicant/Amalgamating Company and the Applicant/Amalgamated Company and all their concerned stakeholders including shareholders, creditors, employees, and general public in the following ways:

(i) Applicant/Amalgamating Company is a joint venture between the Applicant/Amalgamated Company and the majority shareholder of Applicant/ Amalgamated Company, JTEKT Corporation. Apart from essentially being under one management, both the companies also have business and operational synergies. The Applicant/Amalgamated Company is primarily engaged in making manual steering systems which is in turn an input for electrical steering system manufactured by the Applicant/Amalgamating Company. The business of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company can be combined conveniently and carried out in conjunction more advantageously to the customers.

(ii) The Scheme enhances the shareholder’s value accruing from consolidation of the business operations resulting in economies of scale, improving allocation of capital, and optimizing cash flows, thus contributing to the overall growth prospects of the combined entity.

(iii) The Scheme ensures optimum utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the Applicant/Amalgamated Company and Applicant/ Amalgamating Company, better administration and cost reduction, including reduction in managerial, administrative and other common costs.

(iv) The Scheme creates larger asset base and facilitate access to better financial resources.

14. The salient features of the Scheme are as follows (In this paragraph, the Applicant/Amalgamating Company and the Applicant/Amalgamated Company are referred to as the Amalgamating Company and Amalgamated Company):

A. The Appointed Date under the Scheme is 01st April 2018.

B. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company as a going concern.

C. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-

- (i) All assets and properties of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (ii) all immovable and moveable assets including sundry debtors, outstanding loans and advances, if any of the Applicant/Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (iii) all registrations, goodwill, licenses relating to the Applicant/Amalgamating Company shall stand transferred to and be vested in and/or be deemed to be transferred to and vested in the Amalgamated Company;
- (iv) All contracts, deeds, bonds, agreements, etc. to which the Applicant/Amalgamating Company are a party shall stand transferred to and vested in the Amalgamated Company.
- (v) All pending suits, appeals or other proceedings of whatsoever nature relating to the Applicant/Amalgamating Company shall stand transferred to and be deemed to be the proceedings by or against the Amalgamated Company.

D. It is provided for in the Scheme that all employees of the Applicant/Amalgamating Company as on the Effective Date shall become the employees of the Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company without any interruption of service.

E. The Scheme further provides that in terms of Clause 4.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company with the Amalgamated Company, the Amalgamated Company shall issue for every 1000 equity shares of Amalgamating Company of face value of Rs. 10/- each held in Amalgamating Company, every

equity shareholder of the Amalgamating Company other than Amalgamated Company, shall without any application, act or deed, be entitled to receive 1582 equity shares of face value Re. 1/- each of the Amalgamated Company, credited as fully paid up on the same terms and conditions of issue as prevalent in Amalgamating Company.

F. Upon the Scheme becoming effective and with effect from the Appointed Date the entire Authorized Share Capital of the Amalgamating Company shall stand transferred to the Amalgamated Company.

G. It is provided in the Scheme, that upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.

**The aforesaid are only the salient features of the Scheme, you are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.**

15. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/ Amalgamating Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamating Company.

16. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/Amalgamated Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamated Company.

17. No investigation proceedings have been instituted or are pending in relation to the Applicant /Amalgamating Company or the Applicant/Amalgamated Company under the Companies Act 1956 or under the Companies Act 2013.

18. There is no petition for winding up against the Applicant/ Amalgamating Company or the Applicant/Amalgamated Company.

19. The Scheme does not propose any corporate debt restructuring of either of the Applicant Companies.

20. The Details of the Equity Shareholders of the Applicant/ Amalgamating Company are as under :

S. No.	Name	Address	No. of Shares Held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	2,89,11,898

2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi-110001, India.	2,77,78,094
3.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	4
4.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	1
5.	Mr. Seiho Kawakami	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	1
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.	1
7.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan.	1

21. The Board of the Directors of the Applicant/Amalgamating Company in its meeting held on 09th February 2018 approved the Scheme of Amalgamation and filing thereof.

The details of the Directors of the Applicant/ Amalgamating Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan	Yes	--	--
2.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	Yes	--	--
3.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India.	Yes	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra - 411028, India.	Yes	--	--
5.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		

6.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	Yes	--	--
7.	Mr. Hidehito Araki	Flat No.1403, Tower F, Ireo, The Grend Arch Sector -58, Gurgaon-122001, India.	Yes	--	--
8.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018, India.	Yes	--	--
9.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--

22. The details of the promoters and promoter groups of the Applicant/Amalgamated Company are as under:

S. No.	Name of the Promoter	Address of the Promoter	No. of Shares held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	123821374
2.	Maruti Suzuki India Limited	1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	13800000

23. The current shareholding pattern of the Applicant/ Amalgamated Company is as under :

Particulars	Prior to the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	137621374	69.24
Public	61120458	30.76

The expected shareholding pattern of the Applicant/ Amalgamated Company upon the Scheme becoming effective is as under :

Particulars	Post the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	183359997	75%
Public	61120472	25%

24. The Board of the Directors of the Applicant/Amalgamated Company in its meeting held on 09th February 2018 approved the Scheme and filing thereof.

The details of the Directors of the Applicant/ Amalgamated Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Gurugram.	Yes	--	--
2.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		
3.	Mr. Sudhir Chopra	Block "A", House No.880-C, Sushant Lok-I, Gurugram.	Yes	--	--
4.	Mr. Hirofumi Matsuoka	20-3 Koaza-kouda, Ooaza-Housono Seika-Cho, Souraku-Gun, Kyoto-Fu, Japan.	Appointed on 11th August, 2018		
5.	Mr. Toshiya Miki	Flat No.L-154, Park Place, DLF Phase-5, Gurugram.	Yes	--	--
6.	Mr. Ravi Bhoothalingam	308-B, The Laburnum, Block "A", Sushant Lok, Gurugram - 122002.	Yes	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	T-16A, Florida Estate, Keshavnagar, Mundhwa, pune-411036.	Yes	--	--
8.	Mrs. Geeta Mathur	B-1/8, Vasant Vihar, New Delhi-110057.	Yes	--	--
9.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018.	Appointed on 11th August, 2018		
10.	Mr. Hidehito Araki	1403, Tower "F", Ireo, The Grand Arch, Sector 58, Gurugram, Haryana.	Appointed on 11th August, 2018		
11.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--
12.	Mr. Seiho Kawakami (Resigned w.e.f. 10th August 2018)	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	Yes	--	--
13.	Mr. Ramesh Suri (Resigned w.e.f. 4th July 2018)	N-119, Panchsheel Park, New Delhi.	Yes	--	--

25. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Shigemi Takahashi	57	Director	1	--

2.	Mr. Subramanian Ganesh Iyer	57	Deputy Managing Director	1	--
3.	Mr. Hidekazu Omura	61	Chairman	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	74	Director	1	0
5.	Mr. Akihiko Kawano	56	Director	--	--
6.	Mr. Sudhir Chopra	60	Director	4	1500
7.	Mr. Hidehito Araki	61	Independent Director	--	--
8.	Ms. Hiroko Nose	39	Independent Director	--	--

26. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Hidekazu Omura	61	Chairman	--	--
2.	Mr. Akihiko Kawano	56	Managing Director	--	--
3.	Mr. Sudhir Chopra	60	Director (Corpote Affairs) & Company Secretary	4	1500
4.	Mr. Hirofumi Matsuoka	56	Director	--	--
5.	Mr. Toshiya Miki	50	Director	--	--
6.	Mr. Ravi Bhoothalingam	72	Independent Director	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	74	Independent Director	1	--
8.	Mrs. Geeta Mathur	52	Independent Director	--	--
9.	Ms. Hiroko Nose	39	Independent Director	--	--
10.	Mr. Hidehito Araki	61	Independent Director	--	--

27. Mr. Hidekazu Omura, Lt. Gen (Retd.) Shamsheer Singh Mehta, Mr. Akihiko Kawano, Mr. Sudhir Chopra, Mr. Hidehito Araki and Ms. Hiroko Nose are common Directors in the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.

28. The Applicant/Amalgamated Company holds 2,77,78,094 equity shares of Rs.10 each/- of the Applicant/Amalgamating Company.

29. Save as otherwise disclosed above, none of the directors or Key Managerial Personnel ("**KMPs**") are concerned, or interested financially or otherwise in the Scheme.

30. The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Personnel (**as defined under the 2013 Act**) or directors of the Applicant/Amalgamating Company or the Applicant/Amalgamated Company.
31. The Scheme is conditional upon and subject to:-
- (a) the Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as may be directed by the Competent Authority;
  - (b) the Sanction of the Competent Authority under the applicable provisions of the Act in favour of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company by passing the necessary order;
  - (c) receipt of such other sanctions and approvals including sanction of any governmental authority (including Securities and Exchange Board of India) or stock exchange(s) as may be required by law in respect of the Scheme; and
  - (d) certified or authenticated copy of the order of the Competent Authority sanctioning the Scheme being filed with the Registrar of Companies, by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company, as may be applicable.
32. An Equity Shareholder entitled to attend and vote at meeting of the Equity Shareholders of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 11:00 AM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
33. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
34. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 01:00 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
35. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
36. An Equity Shareholder entitled to attend and vote at the meeting of the Equity Shareholders of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 02:00 PM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
37. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
38. A Secured Creditor entitled to attend and vote at the meeting of the Secured Creditors of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 03:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited



- at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
39. A Corporate Secured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  40. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/ Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 04:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
  41. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  42. In the present matter, Walker Chandiok & Co. LLP., Chartered Accountants have issued the Recommendation of Share Exchange Ratio.
  43. Further, KJMC Corporate Advisors (India) Ltd. have provided the Fairness Opinion.
  44. BSE and NSE have issued Observation Letters dated 04th September 2018 and 05th September 2018 respectively granting in-principle approval of the Scheme.
  45. The Applicant Companies have not accepted any deposits nor have issued debentures.
  46. A copy of the Notice issued to the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.sonagroup.com](http://www.sonagroup.com).
  47. A copy of the Notice issued to the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/ Amalgamated Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.jtekt.co.in](http://www.jtekt.co.in).
  48. A Copy of the order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi has been filed with the Registrar of Companies by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company on 28th September 2018.
  49. The following documents will be open for inspection by the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company and Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company between 10:00 A.M. and 01:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Equity Shareholders/Creditors at the registered office of the Company(ies).
    - a. Explanatory Statement under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
    - b. Copy of the Company Application No. CA(CAA) 144 (PB) of 2018.
    - c. Copy of the Order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi passed in the above Company Application.
    - d. Copy of the Memorandum and Articles of Association of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.
    - e. Copy of the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors.
    - f. Copy of the Recommendation of Share Exchange Ratio issued by Walker Chandiok & Co. LLP., Chartered Accountants.
    - g. Copy of the Fairness Opinion provided by KJMC Corporate Advisors (India) Ltd.
    - h. Copy of the Observation Letters issued by the BSE and NSE 04th September 2018 and 05th September 2018 respectively.

- i. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamating Company.
- j. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamated Company.
- k. Copy of the Audited Accounts of the Applicant/ Amalgamating Company as on 31st March 2018.
- l. Copy of the Audited Accounts of the Applicant/ Amalgamated Company as on 31st March 2018.
- m. Copy of the unaudited financial statement of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as on 31st August 2018.
- n. Copy of the Extracts of the Board Resolutions, dated 09th February 2018 of the Applicant/ Amalgamating Company and the Applicant/ Amalgamated Company approving the Scheme.
- o. Certificates issued by the auditor of the Applicant/ Amalgamating Company and the Applicant/

Amalgamated Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

For JTEKT Sona Automotive India Limited  
(APPLICANT/ AMALGAMATING COMPANY)

Sd./-

Hitesh Wadhwa  
Company Secretary

For JTEKT India Limited  
(APPLICANT/ AMALGAMATED COMPANY)

Sd./-

Sudhir Chopra  
Director (Corporate Affairs) &  
Company Secretary

Date: 28th September, 2018

Place: New Delhi



**INFORMATION ABOUT JTEKT SONA AUTOMOTIVE INDIA LIMITED**

These information are in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the scheme of amalgamation between JTEKT India Limited ('Amalgamated Company') and JTEKT Sona Automotive India Limited ('Amalgamating Company') and their respective Shareholders and their respective Creditors.

Name of the Company	:	JTEKT Sona Automotive India Limited	
CIN	:	U29268DL2007PLC165741	
Registered Office	:	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001	
Tel.No.	:	+91-011-23311924, +91-011-23327205	
Tele-Fax No.	:	011-23327205	
Website	:	www.sonagroup.com	
Email ID	:	hitesh.wadhera@jtekt.co.in	
Compliance Officer	:	Name	Mr. Hitesh Wadhera
		Address	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001
		Email ID	hitesh.wadhera@jtekt.co.in
		Contact No.	+91-011-23311924, +91-011-23327205

**1. Background about the Company, its Business and Industry Overview:**

JTEKT Sona Automotive India Limited (JSAI) bearing CIN U29268DL2007PLC165741 was incorporated as Public Limited Company on 11<sup>th</sup> July, 2007 under the provisions of Companies Act, 1956. The registered office of the Company is situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

JSAI is a joint venture company of Amalgamated Company and the majority shareholder of Amalgamated Company, JTEKT Corporation, approximately in 49:51 ratio respectively. 8 shares of the JSAI are held by individuals.

Business Overview: JSAI is engaged in the manufacturing / production, supply and sale of Column type Electric Power Steering Systems, and other components thereof for the vehicle manufacturers.

**2. Details about the Promoter(s) of the JSAI:**

S. No.	Name of the Promoter(s)	Nature (Individual/Company/etc.)
1.	JTEKT Corporation	Body Corporate (Incorporate under the Law of Japan)
2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	Company (Incorporate under Law of India)

**JTEKT SONA AUTOMOTIVE INDIA LTD.**

Plant : Plot No. 26, Sector-5, Phase-II, Growth Centre, Bawal,  
Dist. Rewari - 123 501 Haryana India  
Tel : +91 1284 263 200 - 202, Fax : +91 1284 263 203

Regd. Office : UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India  
Tel : +91 11 2331 1924/2332 7205  
CIN : U29268DL2007PLC165741 Website : www.sonagroup.com



3. Details of Board of the JSAI:

Particulars:	Details of Board of the Company
Name of Director	Mr. Shigemi Takahashi
DIN	06877117
PAN	AVPPT0715M
Age	57 Years (approximately)
Address	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan
Qualification	Bachelor in Mechanical Engineering
Experience	35 Years (approximately)
Date of Appointment	28/05/2014
Designation	Director
Date of Expiration of Current Terms	N.A
Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Subramanian Ganesh Iyer
DIN	07790967
PAN	ABJPG8289M
Age	57 Years (approximately)
Address	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.
Qualification	CA Inter
Experience	30 Years (approximately)
Date of Appointment	18/05/2017
Designation	Dy. Managing Director
Date of Expiration of Current Terms	17/05/2020 (as Dy. Managing Director of the Company)



Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Hidekazu Omura
DIN	06865724
PAN	ABRPO8998F
Age	60 Years (approximately)
Address	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India
Qualification	Graduate
Experience	38 Years (approximately)
Date of Appointment	18/05/2017
Designation	Chairman
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED b) KOYO BEARINGS INDIA PRIVATE LIMITED c) TOYODA MICROMATIC MACHINERY INDIAPRIVATE LIMITED d) JTEKT INDIA LIMITED
Name of Director	Lt. Gen. (Retd.) Shamsher Singh Mehta
DIN	02201929
PAN	ADAPM5698R
Age	74 Years (approximately)
Address	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.
Qualification	M.SC (Defense Studies)
Experience	55 Years (approximately)
Date of Appointment	30/07/2012
Designation	Director



Date of Expiration of Current Terms	NA
Number of Shares held in the Company	1
Other Directorships	a) JTEKT INDIA LIMITED b) INVESCO TRUSTEE PRIVATE LIMITED c) RELIGARE HEALTH INSURANCE COMPANY LIMITED
Name of Director	Mr. Akihiko Kawano
DIN	08160588
PAN	HJRPK5347H
Age	55 Years (approximately)
Present Address	Flat No. 123, Tower H, Park Place, Golf Course Road, Gurugram, Haryana 122002
Qualification	Graduate
Experience	37 Years (approximately)
Date of Appointment	01/07/2018
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	Nil
Other Directorships	(a) JTEKT India Limited (b) JTEKT Fuji Kiko Automotive India Limited
Name of Director	Mr. Sudhir Chopra
DIN	00058148
PAN	AAKPC0305J
Age	60 Years (approximately)
Address	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India
Qualification	Company Secretary & LLB
Experience	40 Years (approximately)



Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	4
Other Directorships	a) JTEKT SONA AUTOMOTIVE INDIA LIMITED b) ROOP AUTOMOTIVES LIMITED c) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED
Name of Director	Mr. Hidehito Araki
DIN	02517509
PAN	AICPA7757J
Age	61 Years (approximately)
Address	Flat No.1403, Tower F, Ireo, The Grend Arch Sector - 58, Gurgaon-122001, India
Qualification	Marketing major degree from San Diego State University (USA)
Experience	32 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT INDIA LIMITED b) MINDARIKA PRIVATE LIMITED c) CASA BLANKA CONSULTING PRIVATE LIMITED
Name of Director	Ms. Hiroko Nose
DIN	06389168
PAN	ARDPN7898R
Age	39 Years (approximately)
Address	110-C, GG-1, Vikaspuri, New Delhi-110018, India



Qualification	Graduate in Law, CPA (Certified Public Accountant) of Japan
Experience	15 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) NAC NOSE INDIA PRIVATE LIMITED b) JTEKT INDIA LIMITED

Past Director(s):

Name	Address	DIN	Date of Appointment	Date of Cessation	Reason for Cessation
Dr. Surinder Kapur	No.11, The Greens, Rajokari, New Delhi	00062481	11-07-2007	30-06-2015	Deceased
Ms. Deepika Gera	237E DDA MIG FLATS, RAJOURI GARDEN NEW DELHI Delhi India 110027	00145602	11-07-2007	16-07-2007	Resignation
Mr. Mahroj Alam Ansari	B-89, PARYAVARAN COMPLEX 2ND FLOOR NEW DELHI Delhi India 110030	01576730	16-07-2007	01-10-2007	Resignation
Mr. Masakazu Nagai	46-85, TENDO, SHIGO-CHO, TOYOTA-SHI AICHI, 4700373	01861425	01-10-2007	30-09-2009	Resignation
Mr. Waichiro Ijiri	1-2-266 IKEDA-CHOU, KITA-KU, OSAKA, 5300033	01857812	01-10-2007	30-01-2012	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	01-10-2007	06-06-2013	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	23-10-2015	18-05-2017	Resignation
Mr. Taaki Suzuki	AICHI PREFECTURE TAKAHAMA SHI YUYAMA CHO, 8 CHOME, 2-6 TAKAHAMA SHI 4441332	02808538	30-09-2009	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	28-01-2010	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	26-04-2012	30-07-2012	Resignation





Mr. Seiho Kawakami	31-21, 5 chome, suigen-cho, Toyota-shi, Japan-4710822	03621026	14.09.2011	02-08-2017	Vacation
Mr. Keiichi Sakamoto	7-13 SHIGIGAOKA 2 CHOME SANGOUCYOU, IKOMA NARA 6360813	05182210	30-01-2012	28-05-2014	Resignation
Mr. Yoshio Tsuji	Shiraniwadai 1 choume 2 banchi 21 Ikoma Nara	03225563	30-07-2012	06-08-2013	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	06-08-2013	27-03-2015	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	30-03-2015	30-06-2018	Resignation
Mr. Sunjay Kapur	House No. 11A, Kautilya Marg, Chanakya puri, New Delhi	00145529	06-06-2013	18-05-2017	Resignation
Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India	00058148	11-07-2007	30-07-2012	Resignation
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	27-03-2015	13-07-2015	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	23-10-2015	07-06-2016	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	02-08-2016	10-02-2017	Cessation on return of original director

#### 4. Shareholding Structure of the Company:

S.No.	Name of Shareholder	Number of shares	Percentage of total share capital (%)
1.	JTEKT Corporation, Japan	28911898	51.00%
2.	JTEKT India Limited (Formerly known as Sona Koyo Steering Systems Limited)	27778094	49.00%
3.	Mr. Sudhir Chopra	4	0.00%
4.	Mr. Subramanian Ganesh Iyer	1	0.00%
5.	Mr. Seiho Kawakami	1	0.00%
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	1	0.00%
7.	Mr. Shigemi Takahashi	1	0.00%
	TOTAL	56690000	100.00%



**5. Changes in the shareholding structure of Promoter(s) and Board of the Company:**

Date	Name of the Promoter/Director	Shares(%) to Present Shareholding of 56690000 of the Company	Cumulative Shares	Change (%)
28.11.2007	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	8.56	4850000	8.56
28.11.2007		8.60	4874997	0.04
10.04.2008		8.64	4899994	0.04
05.05.2008		17.29	9799994	8.64
19.07.2008		26.79	15189994	9.51
28.01.2010		37.82	21439994	11.02
27.03.2010		49.00	27778094	11.18
28.11.2007	JTEKT Corporation	9.00	5100000	9.00
10.04.2008		9.00	5099998	0.00
05.05.2008		17.99	10199998	9.00
19.07.2008		27.89	15809998	9.90
28.01.2010		39.36	22315100	11.47
27.03.2010		51.00	28911898	11.64
28.05.2014	Mr. Shigemi Takahashi	0.00	1	0.00
24.07.2014	Lt. Gen (Retd.) Shamsheer Singh Mehta	0.00	1	0.00
23.05.2017	Mr. Sudhir Chopra	0.00	4	0.00
23.05.2017	Mr. Subramanian Ganesh Iyer	0.00	1	0.00



**6. Details of Group Company(ies)/Subsidiary Company(ies)/Joint venture(s):**

Sr. No.	Name of Group Company	Equity Share Capital (in INR, as on 31 <sup>st</sup> March, 2018)	Turnover (Gross Revenue from Operations) for the previous Financial Year (in INR, Lakhs)	Profit after Tax for the previous Financial Year (including comprehensive income, if any) (in INR, Lakhs)	Shareholding held in Group Company	Listing Status
1.	JTEKT India Limited	198,742,000	125091.20	3080.97	--	Yes (NSE & BSE)
2.	JTEKT Fuji Kiko Automotive India Limited	100,000,000	9179.38	952.47	--	No
3.	Toyoda Micromatic Machinery India Private Limited	124,800,000	1499.40	66.33	--	No
4.	Koyo Bearings India Private Limited	3,088,592,880	21509.16	(319.18)	--	No
5.	Koyo Electronics India Private Limited	90,00,000	3,97.12	57.54	--	No

**7. Financial Structure of the Company:**

**7.1 Details of Capital Structure of the Company:**

The Authorised Share Capital of the Company is Rs. 600,000,000 (Rupees Sixty Crore Only) representing 60,000,000 (Six Crore) Equity Shares of Rs. 10/- each and paid up share capital of the Company is Rs. 566,900,000 (Rupees Fifty Six Crore Sixty Nine Lakh Only) representing 56,690,000 (Five Crore Sixty Six Lakh Ninety Thousand) Equity Shares of Rs. 10/- each.

Details of capital structure of the Company						
Date of Allotment	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees (promoters/others)
	No.	%	No.	%		
11.07.2007	50000	0.09	50000	0.09	Subscriber of MOA	Other
28.11.2007	9950000	17.55	10000000	17.64	Preferential Allotment	Promoter



05.05.2008	10000000	17.64	20000000	35.28	Preferential Allotment	Promoter
19.07.2008	11000000	19.40	31000000	54.68	Preferential Allotment	Promoter
28.01.2010	12755102	22.50	43755102	77.18	Preferential Allotment	Promoter
27.03.2010	12934898	22.82	56690000	100.00	Preferential Allotment	Promoter

## 7.2 Details of financial position of last three financial years:

(Amount in Lakh)

Particulars	Audited as on 31.03.2018	As per Last Audited Financial Year		1 Year prior to the last Audited Financial Year	2 Year prior to the last Audited Financial Year
	2017-18	2016-17		2015-16	2014-15
	As per Ind AS	As per Ind AS	As per Indian GAAP	As per Indian GAAP	As per Indian GAAP
Equity Paid Up Capital	5669.00	5669.00	5669.00	5669.00	5669.00
Reserves and Surplus	18322.26	15,203.31	15269.49	12604.66	11074.82
Carry Forward Losses	--	--	--	--	--
<b>Net Worth</b>	<b>23991.26</b>	<b>20872.31</b>	<b>20938.49</b>	<b>18273.66</b>	<b>16743.82</b>
Miscellaneous Expenditure	--	--	--	--	--
Secured Loans	--	--	--	--	--
Unsecured Loans	350.94	967.55	967.55	1612.58	1935.09
Fixed Assets	11741.69	11971.16	12053.53	12885.05	13995.16
Income from Operations	56716.85	60573.02	60573.01	61195.68	64478.62
<b>Total Income</b>	<b>57367.46</b>	<b>61206.29</b>	<b>61206.28</b>	<b>61515.47</b>	<b>64643.58</b>
<b>Total Expenditure</b>	<b>52509.61</b>	<b>57111.56</b>	<b>57133.48</b>	<b>56940.33</b>	<b>59141.03</b>
Profit before Tax	4857.85	4094.73	4072.80	4575.15	5502.54
Profit after Tax	3118.95	2668.24	2664.83	2962.68	3613.42
Cash Profit	5528.41	5098.01	5100.69	5255.55	5841.45
EPS	5.49	4.73	4.70	5.23	6.37
Book value	42.32	36.82	36.94	32.23	29.54



### 7.3 Details of Material Related Party Transactions

Particulars	For the period ended as on 31 <sup>st</sup> March, 2018	For the period ended as on 31 <sup>st</sup> March, 2017
Sale of goods	6,500.91	7,064.23
Purchase of goods	26,449.51	25,608.81
Purchase of capital goods	444.75	347.75
Purchase of tooling	439.08	235.95
Services received	110.44	98.84
Expenses recovered	40.36	20.99
Reimbursement of expenses	278.15	359.36
Royalty and technical fee	1,497.43	1,775.48
Lease rent	54.44	51.67
Dividend paid	-	680.28
Others	1.39	2.81
Other Income	92.72	26.65

**7.4 Aggregate Number of shares for capitalization of Reserves or Profits: Not Applicable**

**7.5 Details of Revaluation of assets: Not Applicable**

### 8. Details of Material Penal Actions / Litigations:

8.1 Details of material penal actions/litigations against the Company: NIL

8.2 Details of material penal actions/litigations against the Promoters: NIL

8.3 Details of material penal actions/litigations against the Directors: NIL

### 9. Declarations:

The Company, its promoters or its Directors are not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

I Sudhir Chopra, Director of the Company do hereby confirm that all the information provided in the document is true and fair to the best of my knowledge and belief as on the date of document.

For JTEKT Sona Automotive India Limited



(Sudhir Chopra)  
Director



Place: New Delhi  
Date: 28/09/2018

**ROUTE MAP TO THE VENUE OF THE TRIBUNAL CONVENED MEETING OF  
THE SECURED CREDITORS OF JTEKT INDIA LIMITED**



**Sri Sathya Sai International Centre**  
Pragati Vihar, Bhisham Pitamah Marg,  
Lodhi Road, New Delhi 110003.

**FORM NO. MGT-11**  
**FORM OF PROXY**

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

Name of the Company : JTEKT India Limited  
Registered Office of the Company : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001  
CIN : L29113DL1984PLC018415

Name of the Secured Creditor	
Registered Address	
Email ID	

I/We being the Secured Creditor to the extent of Rs.....of the above named Company hereby appoint :

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the meeting of the Secured Creditors of the Company to be held on Thursday, 15th November, 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 03:30 P.M. and at any adjournment thereof in respect of such resolution as indicated below :-

Sl. No.	Resolution	Vote	
		For	Against
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited and JTEKT India Limited and their respective Shareholders and Creditors.		

Signed this ..... day of ..... 2018.

.....  
Signature of Secured Creditor

Affix Re. 1/-  
revenue  
stamp

.....  
Signature of Proxy Holder

**NOTES :**

- (1) Please affix revenue stamp not less than Re.1 before putting signature.
- (2) The proxy must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (3) Strike out which is not necessary.
- (4) All alterations made in the Form of Proxy should be initialled.
- (5) Bodies Corporate would be required to deposit certified copy of the Board Resolution/Power of Attorney or authorization document, as the case may be, authorizing the Individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (6) It optional to put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (7) In case of multiple proxies, proxy later in time shall be accepted.



# JTEKT

## JTEKT INDIA LIMITED

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : investorgrievance@jtekt.co.in, Website:www.jtekt.co.in

### ATTENDANCE SLIP

Name & address of Secured Creditor.....

.....

Name & address of Proxy / Representative .....

.....

I/We..... hereby record my/our presence at the meeting of the Secured Creditors of JTEKT INDIA LIMITED having its Registered Office at UGF-6, Indra Prakash, 21, Barakhamba Road, New Delhi 110001, convened pursuant to Order dated 25th September, 2018 of the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg, Lodhi Road, New Delhi 110003 on Thursday, 15th November, 2018 at 03.30 P.M.

.....  
Secured Creditor/Proxy/Representative Signature

#### Notes :

- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's signature should be in accordance with the specimen signature registered with the Company.
- 3) For security reasons, briefcases, transistors, bags, tiffin boxes, cameras, binoculars, eatables etc. will not be allowed inside the Meeting Hall.

**JTEKT INDIA LIMITED**

[Formerly known as Sona Koyo Steering Systems Limited]

(CIN:L29113DL1984PLC018415)

Registered Office:UGF-6,Indraprakash,21,Barakhamba Road, New Delhi 110001.

Tel:011-23311924,23327205

Email:investorgrievance@jtekt.co.in;Website:www.jtekt.co.in

**POSTAL BALLOT FORM**

1. Name and Registered Address of the Secured  
Creditor (in block letters) :

I/We hereby exercise my/our vote(s) through Postal Ballot in respect of the Resolution to be passed at the Meeting convened by Order dated 25<sup>th</sup> September, 2018 passed by the National Company Law Tribunal, Principal Bench at New Delhi for the business stated in the Notice dated 28<sup>th</sup> September, 2018 of the Company by conveying/sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Resolution No.	Description	Amount of Secured Debt (Rs)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors			

Place :

Date :

---

(Signature of the Secured Creditor)

Facility to exercise vote by postal ballot will be available during the following period:

POSTAL BALLOT		
Commencing on	:	13th October, 2018 at 9:00 a.m.
Ending on	:	11th November, 2018 at 05:00 p.m.

Note: Please read the instructions carefully printed overleaf before exercising the vote(s) and return this form to scrutinizer.

## INSTRUCTIONS

1. Secured Creditor desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer. Envelope containing Postal Ballot Form, sent by courier or registered post at the expense of the Secured Creditor will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Secured Creditor.
3. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. 11<sup>th</sup> November, 2018. Any Postal Ballot Form received after this date, will be strictly treated as if reply from such Secured Creditor has not been received.
5. Secured Creditors are requested not to send any other paper along with the Postal Ballot as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
6. The Postal Ballot shall not be exercised by a Proxy.
7. There will be only one Postal Ballot form for every Secured Creditor.
8. An Secured Creditor can opt for only one mode of voting i.e. either through Postal Ballot or polling paper at Tribunal Convened Meeting. In case Secured Creditor cast his/her vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Postal Ballot, and (ii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
9. Scrutinizer's decision on the validity of the Postal Ballot shall be final.



# **JTEKT**

## **JTEKT INDIA LIMITED**

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : investorgrievance@jtekt.co.in, Website:www.jtekt.co.in

**NOTICE OF THE MEETING OF UNSECURED CREDITORS OF  
JTEKT INDIA LIMITED (AMALGAMATED COMPANY)  
(Convened pursuant to Order dated 25th September, 2018 passed by the  
National Company Law Tribunal, Principal Bench, New Delhi)**

Day	:	Thursday
Date	:	15th November 2018
Time	:	04:30 P.M.
Venue	:	Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi -110003.

### **POSTAL BALLOT**

<b>Commencing on</b>	:	13th October, 2018 at 9:00 a.m.
<b>Ending on</b>	:	11th November, 2018 at 05:00 p.m.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investor grievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHARE HOLDERS AND CREDITORS

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF JTEKT INDIA LIMITED**

To

The **Unsecured Creditors of JTEKT INDIA LIMITED (the "Company")**

NOTICE is hereby given that by an Order dated 25th September, 2018 (**the "Order"**), in the abovementioned Company Application No. (CAA) 144 (PB) of 2018, the National Company Law Tribunal, Principal Bench at New Delhi has directed a meeting to be held of the Unsecured Creditors of the Company (**"Meeting"**), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (**the "Scheme"**).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Company will be held to transact the special business at 04:30 P.M. on Thursday, the 15th of November of 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003, at which time and place the said Unsecured Creditors are requested to attend, to consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with the requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Unsecured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors (**the "Scheme"**).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

The Company has also provided an alternative facility to the Unsecured Creditor(s) to cast their vote by Postal Ballot

and the Notes to this notice may be referred for the detailed instructions for casting vote by Postal Ballot.

Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Sections 102 and 230 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form (as indicated in the Index) are enclosed herewith. Copies of the same can also be obtained free of cost from the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

The National Company Law Tribunal, Principal Bench at New Delhi, has appointed Ms. Suruchi Aggarwal, Advocate as the Chairperson and Mr. Vishal Aggarwal, Advocate as the Alternate Chairperson for the said meeting.

The above mentioned Scheme, if approved by the Unsecured Creditors, will be subject to the subsequent approval by the National Company Law Tribunal, Principal Bench at New Delhi.

Sd./-  
Suruchi Aggarwal  
(Chairperson)

Dated this 28<sup>th</sup> day of September, 2018.

Place: New Delhi

**NOTES:**

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. Only Unsecured Creditors of the Company may attend and vote (either in person or by proxy or by authorized representative under Section 113 of the Companies Act, 2013) at the Unsecured Creditors' meeting. The representative of a body corporate which is an Unsecured Creditor of the Company may attend and vote at the Unsecured Creditors' meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the meeting authorizing such a representative to attend and vote at the Unsecured Creditors' meeting.
3. Form of proxy is annexed to this Notice and can also be obtained from the registered office of the Company.
4. All alterations in the Form of Proxy should be initialled.
5. The Notice is being sent to all the Unsecured Creditors, whose names appear in the in the records of the Company as on 31st August 2018 i.e. the cut-off date, by e-mail to the Unsecured Creditors whose e-mail address is available with the Company for communication, and in the physical mode to other Unsecured Creditors at their respective registered address.
6. An Unsecured Creditor or his proxy or authorized representative, as the case may be, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.
7. It is clarified that casting of votes by Postal Ballot does not disentitle an Unsecured Creditor as on the Cut-off date of 31st August, 2018 from attending the Meeting. It is further clarified that the Proxies can only vote on Poll at the meeting and not through any other mode.
8. As directed by the Tribunal, Mr. Gurdev Bassi, has been appointed as the scrutinizer for the said meeting of the Unsecured Creditors for conducting the Postal Ballot and poll process in a fair and transparent manner. Post meeting, the scrutinizer will submit the report to the Chairman, after completing the scrutiny of the Postal Ballots and poll process. The results as declared by the Chairman, along with the report of the scrutinizer shall be displayed at the registered office of the Company situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 and shall also be placed on the website viz. [www.jtekt.co.in](http://www.jtekt.co.in).
9. The Unsecured Creditors can opt for only one mode of voting i.e. either through Postal Ballot or polling paper at the Tribunal Convened Meeting. In case Unsecured creditors cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Postal Ballot and (ii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
10. The notice convening the meeting will be published through advertisement in "FINANCIAL EXPRESS" in English language and "JANSATTA" in Hindi language.
11. The material documents referred to in the accompanying Explanatory Statement and pursuant to the applicable provisions, shall be opened for inspection, from 10.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Unsecured Creditors at the registered office of the Company.



12. Route map and details of a prominent land mark of the venue of the meeting is provided and forms part of the Notice.

13. In case of any grievance, an Unsecured Creditor may contact the below mentioned person:

Name of the Contact Person : Mr. Sudhir Chopra  
Designation : Director (Corporate Affairs) & Company Secretary  
Email Id : investorgrievance@jtekt.co.in  
Phone Number : 011-23311924, 23327205

14. The instructions for Unsecured Creditors for voting are as under:-

**Voting through Postal Ballot Form**

An Unsecured Creditor desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot

Form with assent (for) or dissent (against) and send it to the scrutinizer. Envelopes containing Postal Ballot, if sent by courier or by registered post at the expense of the Unsecured Creditor, will also be accepted. The Postal Ballot Form, duly completed and signed should reach the scrutinizer on or before 5:00 P.M, 11th November 2018. Any Postal Ballot Form received after 5:00 P.M, 11th November 2018 shall be treated as if the reply from the Unsecured Creditor has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Unsecured Creditors are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION CA (CAA) NO. 144(PB) OF 2018  
(Under Section 230-232 of the Companies Act 2013)  
IN THE MATTER OF THE COMPANIES ACT 2013  
AND**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER.

**AND IN THE MATTER OF:**

**JTEKT SONA AUTOMOTIVE INDIA LIMITED** [CIN NO. U29268DL2007PLC165741], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCJ8647G; EMAIL: hitesh.wadhera@jtekt.co.in; WEBSITE: www.sonagroup.com; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND**

**JTEKT INDIA LIMITED** [CIN NO. L29113DL1984PLC018415], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001; PAN NO. AABCS7787C; EMAIL: investor grievance@jtekt.co.in; WEBSITE: www.jtekt.co.in; TEL NO. 011-23311924, 23327205; TELEFAX NO. 011-23327205

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE INDIA LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**EXPLANATORY STATEMENT UNDER SECTION 230 AND 102 OF THE COMPANIES ACT, 2013, READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.**

1. The National Company Law Tribunal, Principal Bench at New Delhi, by an Order dated 25th September, 2018 in the Company Application referred to above, with respect to the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited and their respective shareholders and creditors ("**Scheme**") has directed the convening of the meeting of the Equity Shareholders and Unsecured Creditors of JTEKT Sona Automotive India Limited ("**Applicant/ Amalgamating Company**") to be held at 11:00 A.M. and 01:00 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003.

The National Company Law Tribunal, Principal Bench at New Delhi by the said Order has further directed the convening of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of JTEKT India Limited ("**Applicant/ Amalgamated Company**") to be held at 2:00 P.M., 03:30 P.M. and 04:30 P.M. respectively on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi 110003.

2. Securities and Exchange Board of India ("**SEBI**") vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("**SEBI Circular**") provides that approval of public shareholders of the Amalgamated Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Amalgamated Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for e-voting would be required to be carried out by the Amalgamated Company for seeking approval of the Scheme by its public shareholders in terms of the SEBI Circular. The aforesaid notice sent to the equity shareholders including the public shareholders of the Amalgamated Company would be deemed to be the notice sent to the public shareholders of the Amalgamated Company under the SEBI Circular and the same is in sufficient compliance of SEBI Circular.
3. The scrutinizer appointed for conducting the postal ballot and e-voting process will submit his separate report to the Chairperson appointed for the meeting of the Equity Shareholders of the Amalgamated Company or to the person duly authorised by her after completion of the scrutiny of the postal ballot including e-voting submitted/ cast by the public shareholders so as to announce the results of the postal ballot and e-voting exercised by the public shareholders of the Amalgamated Company. In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting) in favour of the resolution for approval of the Scheme are more than the number of votes cast by the public shareholders against it.
4. JTEKT Sona Automotive India Limited was incorporated in the NCT of Delhi as a public company under the

provisions of the Companies Act, 1956 (**"1956 Act"**) on 11th July 2007 under its present name vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Applicant/Amalgamating Company has its registered office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamating Company are not listed on any stock exchange in India.

5. The main objects for which the Applicant/Amalgamating Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/Amalgamating Company are as follows:

- "1) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in electronic/electrical power steering systems and components thereof.*
- 2) To design, develop, manufacturing, assemble, test, import, export, process, use, deal, service and trade in plant, machinery, equipment, apparatus, tools, dies, jigs, material, fixtures in the manufacturing, assembling and trade of the electronic/electrical power steering systems and components thereof."*

6. The share capital structure of the Applicant/Amalgamating Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<b>Authorized Capital</b>	
6,00,00,000 equity shares of Rs.10/- each	60,00,00,000
Total	60,00,00,000
<b>Issued, Subscribed and fully paid-up</b>	
5,66,90,000 equity shares of Rs. 10/- each	56,69,00,000
Total	56,69,00,000

7. JTEKT India Limited was incorporated in the NCT of Delhi and Haryana as public company under the provisions of the 1956 Act on 14th June 1984 under the name and style of Sona Steering Systems Limited. The name of the Applicant/Amalgamated Company was thereafter changed to Sona Koyo Steering Systems Limited vide fresh certificate of incorporation dated 18th September 1998 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. The name of the Applicant/Amalgamated Company was thereafter changed to its current name vide fresh certificate of incorporation dated 7th April 2018 issued by the Registrar of Companies, Delhi. The Applicant/Amalgamated Company has its registered office at UGF-6 Indraprakash, 21 Barakhamba Road, New Delhi-110001. The shares of the Applicant/Amalgamated Company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

8. The main objects for which the Applicant/Amalgamated Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/ Amalgamated Company are as follows:

- i) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Automotive steering Systems of all types, including Mechanical Steering Gear Assemblies, Power Steering Gear Assemblies and any other type of Steering Gear Assemblies and parts and components, thereof, Associated Products including Hydraulic Pumps, Valves, Steering Columns, Steering Wheels, ball joints, Tie-Rod-Ends, Universal joints, Drop Arms, Steering Linkages and connections of all types and parts and components thereof.*
- ii) To design, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal and trade in Recirculating Ball Screw Mechanisms of all types, parts components and accessories through and products related thereto.*
- iii) To design, develop, manufacture, buy, sell, lease or hire, import export process, use, deal and trade in plant, machinery, equipment apparatus, materials, articles and commodities in relation to designing, developing, manufacturing, testing, assembling, installing and repairing all types of Steering Systems and parts components and accessories thereof and products related thereto.*
- iv) To design, develop, manufacture, assemble, test, import, export, buy, sell, distribute, service, repair, stock, deal, trade in Gearbox Assemblies and Axle Assemblies of all types, parts and components thereof, including gears of all types, Synchronisers, Linkages any accessories thereof and materials equipment and stores used in any relation thereof.*
- v) To develop, manufacture, sell, import, export, and deal in forgings and castings of all types and all equipment, materials and stores used therein or in any relation thereof.*
- vi) To carry on the business of designing, manufacturing, developing, fabricating, machining, assembling, improving, buying, selling, importing, exporting and dealing in all kinds of pressings, forgings, stampings, tubular parts, rollings, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic, mechanical, components and auto parts.*

vii) To develop and commercialize technologies in the field of automation including tools, dyes, moulds, jigs fixtures, special purpose machines and allied business.

viii) To act as agents, retailers, whole sellers, sub-agents, middlemen and authorised representatives of government undertakings, companies and multination corporations engaged in manufacture and dealing in all or any of the items included in sub-clause (vi) and (vii) above and to set up godowns, warehouses, stores and other facilities to deal in the items included above.”

9. The share capital structure of the Applicant/Amalgamated Company as on 31st March 2018 is as follows:

Share Capital	Amount in Indian Rupees
<b>Authorized Capital</b>	
27,10,00,000 equity shares of Re. 1/-each	27,10,00,000
Total	27,10,00,000
<b>Issued, Subscribed and Fully Paid Up</b>	
19,87,41,832 equity shares of Re. 1/- each	19,87,41,832
Total	19,87,41,832

10. The Scheme of Amalgamation as approved by the Board of Directors of the Applicant Companies proposes for the transfer and vesting of the Applicant/Amalgamating Company into and with the Applicant/Amalgamated Company pursuant to the provision of Section 230 to 232 and other applicable provisions of the Companies Act 2013 (“2013 Act”) and the consequent dissolution without winding up of the Applicant/Amalgamating Company.

11. The Applicant/Amalgamating Company is presently engaged in the business of manufacturing / production, sale, supply of Column type Electric Power Steering System.

The Applicant/Amalgamated Company is engaged in the manufacturing/production, supply and sale of steering systems, propeller shafts, axle assemblies and other auto components for the passenger car and utility vehicle manufacturers.

12. In accordance with the SEBI directions, JTEKT Limited, the promoter of the Amalgamated Company, has offloaded its shareholding in the Amalgamated Company to be in compliance with the minimum pre & post public shareholding requirements under the SEBI Circular. Accordingly as on date, the Amalgamated Company is in compliance with the minimum pre and post public

shareholding requirement prescribed under the SEBI Circular.

13. The proposed amalgamation of the Applicant/ Amalgamating Company and with the Applicant/ Amalgamated Company pursuant to this Scheme shall be in the interest to both the Applicant/Amalgamating Company and the Applicant/Amalgamated Company and all their concerned stakeholders including shareholders, creditors, employees, and general public in the following ways:

(i) Applicant/Amalgamating Company is a joint venture between the Applicant/Amalgamated Company and the majority shareholder of Applicant/ Amalgamated Company, JTEKT Corporation. Apart from essentially being under one management, both the companies also have business and operational synergies. The Applicant/Amalgamated Company is primarily engaged in making manual steering systems which is in turn an input for electrical steering system manufactured by the Applicant/Amalgamating Company. The business of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company can be combined conveniently and carried out in conjunction more advantageously to the customers.

(ii) The Scheme enhances the shareholder’s value accruing from consolidation of the business operations resulting in economies of scale, improving allocation of capital, and optimizing cash flows, thus contributing to the overall growth prospects of the combined entity.

(iii) The Scheme ensures optimum utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the Applicant/Amalgamated Company and Applicant/ Amalgamating Company, better administration and cost reduction, including reduction in managerial, administrative and other common costs.

(iv) The Scheme creates larger asset base and facilitate access to better financial resources.

14. The salient features of the Scheme are as follows (In this paragraph, the Applicant/Amalgamating Company and the Applicant/Amalgamated Company are referred to as the Amalgamating Company and Amalgamated Company):

A. The Appointed Date under the Scheme is 01st April 2018.

B. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company as a going concern.

C. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-

- (i) All assets and properties of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (ii) all immovable and moveable assets including sundry debtors, outstanding loans and advances, if any of the Applicant/Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;
- (iii) all registrations, goodwill, licenses relating to the Applicant/Amalgamating Company shall stand transferred to and be vested in and/or be deemed to be transferred to and vested in the Amalgamated Company;
- (iv) All contracts, deeds, bonds, agreements, etc. to which the Applicant/Amalgamating Company are a party shall stand transferred to and vested in the Amalgamated Company.
- (v) All pending suits, appeals or other proceedings of whatsoever nature relating to the Applicant/Amalgamating Company shall stand transferred to and be deemed to be the proceedings by or against the Amalgamated Company.

D. It is provided for in the Scheme that all employees of the Applicant/Amalgamating Company as on the Effective Date shall become the employees of the Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company without any interruption of service.

E. The Scheme further provides that in terms of Clause 4.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company with the Amalgamated Company, the Amalgamated Company shall issue for every 1000 equity shares of Amalgamating Company of face value of Rs. 10/- each held in Amalgamating Company, every

equity shareholder of the Amalgamating Company other than Amalgamated Company, shall without any application, act or deed, be entitled to receive 1582 equity shares of face value Re. 1/- each of the Amalgamated Company, credited as fully paid up on the same terms and conditions of issue as prevalent in Amalgamating Company.

F. Upon the Scheme becoming effective and with effect from the Appointed Date the entire Authorized Share Capital of the Amalgamating Company shall stand transferred to the Amalgamated Company.

G. It is provided in the Scheme, that upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.

**The aforesaid are only the salient features of the Scheme, you are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.**

15. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/ Amalgamating Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamating Company.

16. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/Amalgamated Company. The Scheme would be in the best interest of all stakeholders of Applicant/ Amalgamated Company.

17. No investigation proceedings have been instituted or are pending in relation to the Applicant /Amalgamating Company or the Applicant/Amalgamated Company under the Companies Act 1956 or under the Companies Act 2013.

18. There is no petition for winding up against the Applicant/ Amalgamating Company or the Applicant/Amalgamated Company.

19. The Scheme does not propose any corporate debt restructuring of either of the Applicant Companies.

20. The Details of the Equity Shareholders of the Applicant/ Amalgamating Company are as under :

S. No.	Name	Address	No. of Shares Held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	2,89,11,898

2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	UGF-6, Indraprakash, 21, Barakhamba Road, New Delhi-110001, India.	2,77,78,094
3.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	4
4.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	1
5.	Mr. Seiho Kawakami	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	1
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.	1
7.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan.	1

21. The Board of the Directors of the Applicant/Amalgamating Company in its meeting held on 09th February 2018 approved the Scheme of Amalgamation and filing thereof.

The details of the Directors of the Applicant/ Amalgamating Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Shigemi Takahashi	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan	Yes	--	--
2.	Mr. Subramanian Ganesh Iyer	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.	Yes	--	--
3.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India.	Yes	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra - 411028, India.	Yes	--	--
5.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		

6.	Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India.	Yes	--	--
7.	Mr. Hidehito Araki	Flat No.1403, Tower F, Ireo, The Grend Arch Sector -58, Gurgaon-122001, India.	Yes	--	--
8.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018, India.	Yes	--	--
9.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--

22. The details of the promoters and promoter groups of the Applicant/Amalgamated Company are as under:

S. No.	Name of the Promoter	Address of the Promoter	No. of Shares held.
1.	JTEKT Corporation	5-8, Minamisemba, 3-Chome, Chou-ku, Osaka-5428502, Japan.	123821374
2.	Maruti Suzuki India Limited	1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070	13800000

23. The current shareholding pattern of the Applicant/ Amalgamated Company is as under :

Particulars	Prior to the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	137621374	69.24
Public	61120458	30.76

The expected shareholding pattern of the Applicant/ Amalgamated Company upon the Scheme becoming effective is as under :

Particulars	Post the Scheme becoming effective	
	Total No. of Shares held	Shareholding as a % to total paid up capital.
Promoters	183359997	75%
Public	61120472	25%

24. The Board of the Directors of the Applicant/Amalgamated Company in its meeting held on 09th February 2018 approved the Scheme and filing thereof.

The details of the Directors of the Applicant/ Amalgamated Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under:

S. No.	Name	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or participate
1.	Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Gurugram.	Yes	--	--
2.	Mr. Akihiko Kawano	Flat No.123, Tower-H, Park Place, Golf Course Road, Gurugram - 122002.	Appointed on 1st July, 2018		
3.	Mr. Sudhir Chopra	Block "A", House No.880-C, Sushant Lok-I, Gurugram.	Yes	--	--
4.	Mr. Hirofumi Matsuoka	20-3 Koaza-kouda, Ooaza-Housono Seika-Cho, Souraku-Gun, Kyoto-Fu, Japan.	Appointed on 11th August, 2018		
5.	Mr. Toshiya Miki	Flat No.L-154, Park Place, DLF Phase-5, Gurugram.	Yes	--	--
6.	Mr. Ravi Bhoothalingam	308-B, The Laburnum, Block "A", Sushant Lok, Gurugram - 122002.	Yes	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	T-16A, Florida Estate, Keshavnagar, Mundhwa, pune-411036.	Yes	--	--
8.	Mrs. Geeta Mathur	B-1/8, Vasant Vihar, New Delhi-110057.	Yes	--	--
9.	Ms. Hiroko Nose	110-C, GG-1, Vikaspuri, New Delhi-110018.	Appointed on 11th August, 2018		
10.	Mr. Hidehito Araki	1403, Tower "F", Ireo, The Grand Arch, Sector 58, Gurugram, Haryana.	Appointed on 11th August, 2018		
11.	Mr. Kiyozumi Kamiki (Resigned w.e.f. 30th June 2018)	L-34, Park Tower, Park Place DLF Phase -V, Gurugram.	Yes	--	--
12.	Mr. Seiho Kawakami (Resigned w.e.f. 10th August 2018)	31-21,5,Chome, Suigen-cho, Toyota-shi, Japan 4710822	Yes	--	--
13.	Mr. Ramesh Suri (Resigned w.e.f. 4th July 2018)	N-119, Panchsheel Park, New Delhi.	Yes	--	--

25. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Shigemi Takahashi	57	Director	1	--

2.	Mr. Subramanian Ganesh Iyer	57	Deputy Managing Director	1	--
3.	Mr. Hidekazu Omura	61	Chairman	--	--
4.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	74	Director	1	0
5.	Mr. Akihiko Kawano	56	Director	--	--
6.	Mr. Sudhir Chopra	60	Director	4	1500
7.	Mr. Hidehito Araki	61	Independent Director	--	--
8.	Ms. Hiroko Nose	39	Independent Director	--	--

26. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Applicant/ Amalgamating Company ("**A**") and the Applicant/ Amalgamated Company ("**B**") either singly or jointly are as follows:

S. No.	Name of the Directors	Age	Position	Equity Shares Held	
				A	B
1.	Mr. Hidekazu Omura	61	Chairman	--	--
2.	Mr. Akihiko Kawano	56	Managing Director	--	--
3.	Mr. Sudhir Chopra	60	Director (Corpote Affairs) & Company Secretary	4	1500
4.	Mr. Hirofumi Matsuoka	56	Director	--	--
5.	Mr. Toshiya Miki	50	Director	--	--
6.	Mr. Ravi Bhoothalingam	72	Independent Director	--	--
7.	Lt. Gen. (Retd.) S.S. Mehta	74	Independent Director	1	--
8.	Mrs. Geeta Mathur	52	Independent Director	--	--
9.	Ms. Hiroko Nose	39	Independent Director	--	--
10.	Mr. Hidehito Araki	61	Independent Director	--	--

27. Mr. Hidekazu Omura, Lt. Gen (Retd.) Shamsheer Singh Mehta, Mr. Akihiko Kawano, Mr. Sudhir Chopra, Mr. Hidehito Araki and Ms. Hiroko Nose are common Directors in the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.

28. The Applicant/Amalgamated Company holds 2,77,78,094 equity shares of Rs.10 each/- of the Applicant/Amalgamating Company.

29. Save as otherwise disclosed above, none of the directors or Key Managerial Personnel ("**KMPs**") are concerned, or interested financially or otherwise in the Scheme.

30. The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Personnel (**as defined under the 2013 Act**) or directors of the Applicant/Amalgamating Company or the Applicant/Amalgamated Company.
31. The Scheme is conditional upon and subject to:-
- (a) the Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as may be directed by the Competent Authority;
  - (b) the Sanction of the Competent Authority under the applicable provisions of the Act in favour of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company by passing the necessary order;
  - (c) receipt of such other sanctions and approvals including sanction of any governmental authority (including Securities and Exchange Board of India) or stock exchange(s) as may be required by law in respect of the Scheme; and
  - (d) certified or authenticated copy of the order of the Competent Authority sanctioning the Scheme being filed with the Registrar of Companies, by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company, as may be applicable.
32. An Equity Shareholder entitled to attend and vote at meeting of the Equity Shareholders of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 11:00 AM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
33. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
34. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/Amalgamating Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 01:00 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamating Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
35. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamating Company, authorizing such person to attend and vote on its behalf at the respective meeting.
36. An Equity Shareholder entitled to attend and vote at the meeting of the Equity Shareholders of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 02:00 PM is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
37. A Corporate Equity Shareholder intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
38. A Secured Creditor entitled to attend and vote at the meeting of the Secured Creditors of the Applicant/Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 03:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited



- at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
39. A Corporate Secured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  40. An Unsecured Creditor entitled to attend and vote at meeting of the Unsecured Creditors of the Applicant/ Amalgamated Company being convened on Thursday, 15th November 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 04:30 P.M. is entitled to appoint a proxy to attend and vote. The instrument appointing the proxy should be deposited at the registered office of the Applicant/Amalgamated Company not later than 48 (forty eight) hours prior to the time of commencement of the respective meeting.
  41. A Corporate Unsecured Creditor intending to send its authorized representative to attend the meeting is requested to lodge a certified true copy of the Board Resolution/Power of Attorney or authorization document not later than 48 (forty eight) hours before the time of commencement of the respective meeting at the Registered Office of the Applicant/Amalgamated Company, authorizing such person to attend and vote on its behalf at the respective meeting.
  42. In the present matter, Walker Chandiok & Co. LLP., Chartered Accountants have issued the Recommendation of Share Exchange Ratio.
  43. Further, KJMC Corporate Advisors (India) Ltd. have provided the Fairness Opinion.
  44. BSE and NSE have issued Observation Letters dated 04th September 2018 and 05th September 2018 respectively granting in-principle approval of the Scheme.
  45. The Applicant Companies have not accepted any deposits nor have issued debentures.
  46. A copy of the Notice issued to the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.sonagroup.com](http://www.sonagroup.com).
  47. A copy of the Notice issued to the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/ Amalgamated Company, Scheme of Amalgamation and Explanatory Statement under Section 230 of the Act, have been placed on the website viz : [www.jtekt.co.in](http://www.jtekt.co.in).
  48. A Copy of the order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi has been filed with the Registrar of Companies by the Applicant/Amalgamating Company and the Applicant/Amalgamated Company on 28th September 2018.
  49. The following documents will be open for inspection by the Equity Shareholders and Unsecured Creditors of the Applicant/Amalgamating Company and Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company between 10:00 A.M. and 01:00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) upto one day prior to the date of the meeting of the Equity Shareholders/Creditors at the registered office of the Company(ies).
    - a. Explanatory Statement under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
    - b. Copy of the Company Application No. CA(CAA) 144 (PB) of 2018.
    - c. Copy of the Order dated 25th September, 2018 of the National Company Law Tribunal, Principal Bench at New Delhi passed in the above Company Application.
    - d. Copy of the Memorandum and Articles of Association of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company.
    - e. Copy of the Scheme of Amalgamation Between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors.
    - f. Copy of the Recommendation of Share Exchange Ratio issued by Walker Chandiok & Co. LLP., Chartered Accountants.
    - g. Copy of the Fairness Opinion provided by KJMC Corporate Advisors (India) Ltd.
    - h. Copy of the Observation Letters issued by the BSE and NSE 04th September 2018 and 05th September 2018 respectively.

- i. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamating Company.
- j. Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Applicant/Amalgamated Company.
- k. Copy of the Audited Accounts of the Applicant/ Amalgamating Company as on 31st March 2018.
- l. Copy of the Audited Accounts of the Applicant/ Amalgamated Company as on 31st March 2018.
- m. Copy of the unaudited financial statement of the Applicant/Amalgamating Company and the Applicant/Amalgamated Company as on 31st August 2018.
- n. Copy of the Extracts of the Board Resolutions, dated 09th February 2018 of the Applicant/ Amalgamating Company and the Applicant/ Amalgamated Company approving the Scheme.
- o. Certificates issued by the auditor of the Applicant/ Amalgamating Company and the Applicant/

Amalgamated Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

For JTEKT Sona Automotive India Limited  
(APPLICANT/ AMALGAMATING COMPANY)

Sd./-

Hitesh Wadhwa  
Company Secretary

For JTEKT India Limited  
(APPLICANT/ AMALGAMATED COMPANY)

Sd./-

Sudhir Chopra  
Director (Corporate Affairs) &  
Company Secretary

Date: 28th September, 2018

Place: New Delhi



**INFORMATION ABOUT JTEKT SONA AUTOMOTIVE INDIA LIMITED**

These information are in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the scheme of amalgamation between JTEKT India Limited ('Amalgamated Company') and JTEKT Sona Automotive India Limited ('Amalgamating Company') and their respective Shareholders and their respective Creditors.

Name of the Company	:	JTEKT Sona Automotive India Limited	
CIN	:	U29268DL2007PLC165741	
Registered Office	:	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001	
Tel.No.	:	+91-011-23311924, +91-011-23327205	
Tele-Fax No.	:	011-23327205	
Website	:	www.sonagroup.com	
Email ID	:	hitesh.wadhera@jtekt.co.in	
Compliance Officer	:	Name	Mr. Hitesh Wadhera
		Address	UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001
		Email ID	hitesh.wadhera@jtekt.co.in
		Contact No.	+91-011-23311924, +91-011-23327205

**1. Background about the Company, its Business and Industry Overview:**

JTEKT Sona Automotive India Limited (JSAI) bearing CIN U29268DL2007PLC165741 was incorporated as Public Limited Company on 11<sup>th</sup> July, 2007 under the provisions of Companies Act, 1956. The registered office of the Company is situated at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

JSAI is a joint venture company of Amalgamated Company and the majority shareholder of Amalgamated Company, JTEKT Corporation, approximately in 49:51 ratio respectively. 8 shares of the JSAI are held by individuals.

Business Overview: JSAI is engaged in the manufacturing / production, supply and sale of Column type Electric Power Steering Systems, and other components thereof for the vehicle manufacturers.

**2. Details about the Promoter(s) of the JSAI:**

S. No.	Name of the Promoter(s)	Nature (Individual/Company/etc.)
1.	JTEKT Corporation	Body Corporate (Incorporate under the Law of Japan)
2.	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	Company (Incorporate under Law of India)

**JTEKT SONA AUTOMOTIVE INDIA LTD.**

Plant : Plot No. 26, Sector-5, Phase-II, Growth Centre, Bawal,  
Dist. Rewari - 123 501 Haryana India  
Tel : +91 1284 263 200 - 202, Fax : +91 1284 263 203

Regd. Office : UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India  
Tel : +91 11 2331 1924/2332 7205  
CIN : U29268DL2007PLC165741 Website : www.sonagroup.com



3. Details of Board of the JSAI:

Particulars:	Details of Board of the Company
Name of Director	Mr. Shigemi Takahashi
DIN	06877117
PAN	AVPPT0715M
Age	57 Years (approximately)
Address	31-23, Motonomi-Cho Okazaki-Shi, Aichi-Ken-4440063, Japan
Qualification	Bachelor in Mechanical Engineering
Experience	35 Years (approximately)
Date of Appointment	28/05/2014
Designation	Director
Date of Expiration of Current Terms	N.A
Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Subramanian Ganesh Iyer
DIN	07790967
PAN	ABJPG8289M
Age	57 Years (approximately)
Address	C-56, Vijay Rattan Vihar-A, W.H.O. Sector 15, Part-II, Gurgaon, Haryana-122001, India.
Qualification	CA Inter
Experience	30 Years (approximately)
Date of Appointment	18/05/2017
Designation	Dy. Managing Director
Date of Expiration of Current Terms	17/05/2020 (as Dy. Managing Director of the Company)



Number of Shares held in the Company	1
Other Directorships	NIL
Name of Director	Mr. Hidekazu Omura
DIN	06865724
PAN	ABRPO8998F
Age	60 Years (approximately)
Address	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India
Qualification	Graduate
Experience	38 Years (approximately)
Date of Appointment	18/05/2017
Designation	Chairman
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED b) KOYO BEARINGS INDIA PRIVATE LIMITED c) TOYODA MICROMATIC MACHINERY INDIAPRIVATE LIMITED d) JTEKT INDIA LIMITED
Name of Director	Lt. Gen. (Retd.) Shamsher Singh Mehta
DIN	02201929
PAN	ADAPM5698R
Age	74 Years (approximately)
Address	T/16 Harmitage Florida Estate Keshawnagar Mundawa Pune, Maharashtra-411028, India.
Qualification	M.SC (Defense Studies)
Experience	55 Years (approximately)
Date of Appointment	30/07/2012
Designation	Director



Date of Expiration of Current Terms	NA
Number of Shares held in the Company	1
Other Directorships	a) JTEKT INDIA LIMITED b) INVESCO TRUSTEE PRIVATE LIMITED c) RELIGARE HEALTH INSURANCE COMPANY LIMITED
Name of Director	Mr. Akihiko Kawano
DIN	08160588
PAN	HJRPK5347H
Age	55 Years (approximately)
Present Address	Flat No. 123, Tower H, Park Place, Golf Course Road, Gurugram, Haryana 122002
Qualification	Graduate
Experience	37 Years (approximately)
Date of Appointment	01/07/2018
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	Nil
Other Directorships	(a) JTEKT India Limited (b) JTEKT Fuji Kiko Automotive India Limited
Name of Director	Mr. Sudhir Chopra
DIN	00058148
PAN	AAKPC0305J
Age	60 Years (approximately)
Address	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India
Qualification	Company Secretary & LLB
Experience	40 Years (approximately)



Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	4
Other Directorships	a) JTEKT SONA AUTOMOTIVE INDIA LIMITED b) ROOP AUTOMOTIVES LIMITED c) JTEKT FUJI KIKO AUTOMOTIVE INDIA LIMITED
Name of Director	Mr. Hidehito Araki
DIN	02517509
PAN	AICPA7757J
Age	61 Years (approximately)
Address	Flat No.1403, Tower F, Ireo, The Grend Arch Sector - 58, Gurgaon-122001, India
Qualification	Marketing major degree from San Diego State University (USA)
Experience	32 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	N.A.
Number of Shares held in the Company	NIL
Other Directorships	a) JTEKT INDIA LIMITED b) MINDARIKA PRIVATE LIMITED c) CASA BLANKA CONSULTING PRIVATE LIMITED
Name of Director	Ms. Hiroko Nose
DIN	06389168
PAN	ARDPN7898R
Age	39 Years (approximately)
Address	110-C, GG-1, Vikaspuri, New Delhi-110018, India



Qualification	Graduate in Law, CPA (Certified Public Accountant) of Japan
Experience	15 Years (approximately)
Date of Appointment	30/03/2015
Designation	Director
Date of Expiration of Current Terms	NA
Number of Shares held in the Company	NIL
Other Directorships	a) NAC NOSE INDIA PRIVATE LIMITED b) JTEKT INDIA LIMITED

Past Director(s):

Name	Address	DIN	Date of Appointment	Date of Cessation	Reason for Cessation
Dr. Surinder Kapur	No.11, The Greens, Rajokari, New Delhi	00062481	11-07-2007	30-06-2015	Deceased
Ms. Deepika Gera	237E DDA MIG FLATS, RAJOURI GARDEN NEW DELHI Delhi India 110027	00145602	11-07-2007	16-07-2007	Resignation
Mr. Mahroj Alam Ansari	B-89, PARYAVARAN COMPLEX 2ND FLOOR NEW DELHI Delhi India 110030	01576730	16-07-2007	01-10-2007	Resignation
Mr. Masakazu Nagai	46-85, TENDO, SHIGO-CHO, TOYOTA-SHI AICHI, 4700373	01861425	01-10-2007	30-09-2009	Resignation
Mr. Waichiro Ijiri	1-2-266 IKEDA-CHOU, KITA-KU, OSAKA, 5300033	01857812	01-10-2007	30-01-2012	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	01-10-2007	06-06-2013	Resignation
Mr. Kiran Manohar Deshmukh	B-143, 2nd Floor, Kalkaji, New Delhi-110019	01807023	23-10-2015	18-05-2017	Resignation
Mr. Taaki Suzuki	AICHI PREFECTURE TAKAHAMA SHI YUYAMA CHO, 8 CHOME, 2-6 TAKAHAMA SHI 4441332	02808538	30-09-2009	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	28-01-2010	14-09-2011	Resignation
Mr. Akio Fujimato	472 TAIE SAKURAI CITY NARA PREFECTURE 6330044	03043069	26-04-2012	30-07-2012	Resignation





Mr. Seiho Kawakami	31-21, 5 chome, suigen-cho, Toyota-shi, Japan-4710822	03621026	14.09.2011	02-08-2017	Vacation
Mr. Keiichi Sakamoto	7-13 SHIGIGAOKA 2 CHOME SANGOUCYOU, IKOMA NARA 6360813	05182210	30-01-2012	28-05-2014	Resignation
Mr. Yoshio Tsuji	Shiraniwadai 1 choume 2 banchi 21 Ikoma Nara	03225563	30-07-2012	06-08-2013	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	06-08-2013	27-03-2015	Resignation
Mr. Kiyozumi Kamiki	C-174, Pinnacle, DLF-V, Gurgaon, Haryana	06536243	30-03-2015	30-06-2018	Resignation
Mr. Sunjay Kapur	House No. 11A, Kautilya Marg, Chanakya puri, New Delhi	00145529	06-06-2013	18-05-2017	Resignation
Mr. Sudhir Chopra	House No.880-C, Block "A", Sushant Lok-1, Gurgaon, Haryana-122001, India	00058148	11-07-2007	30-07-2012	Resignation
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	27-03-2015	13-07-2015	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	23-10-2015	07-06-2016	Cessation on return of original director
Mr. Hidekazu Omura	Flat No.G-182, DLF Park Place, Golf Course Road, Sector 54, Gurgaon, Haryana-122002, India	06865724	02-08-2016	10-02-2017	Cessation on return of original director

#### 4. Shareholding Structure of the Company:

S.No.	Name of Shareholder	Number of shares	Percentage of total share capital (%)
1.	JTEKT Corporation, Japan	28911898	51.00%
2.	JTEKT India Limited (Formerly known as Sona Koyo Steering Systems Limited)	27778094	49.00%
3.	Mr. Sudhir Chopra	4	0.00%
4.	Mr. Subramanian Ganesh Iyer	1	0.00%
5.	Mr. Seiho Kawakami	1	0.00%
6.	Lt. Gen. (Retd.) Shamsheer Singh Mehta	1	0.00%
7.	Mr. Shigemi Takahashi	1	0.00%
	TOTAL	56690000	100.00%



**5. Changes in the shareholding structure of Promoter(s) and Board of the Company:**

Date	Name of the Promoter/Director	Shares(%) to Present Shareholding of 56690000 of the Company	Cumulative Shares	Change (%)
28.11.2007	JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited)	8.56	4850000	8.56
28.11.2007		8.60	4874997	0.04
10.04.2008		8.64	4899994	0.04
05.05.2008		17.29	9799994	8.64
19.07.2008		26.79	15189994	9.51
28.01.2010		37.82	21439994	11.02
27.03.2010		49.00	27778094	11.18
28.11.2007	JTEKT Corporation	9.00	5100000	9.00
10.04.2008		9.00	5099998	0.00
05.05.2008		17.99	10199998	9.00
19.07.2008		27.89	15809998	9.90
28.01.2010		39.36	22315100	11.47
27.03.2010		51.00	28911898	11.64
28.05.2014	Mr. Shigemi Takahashi	0.00	1	0.00
24.07.2014	Lt. Gen (Retd.) Shamsheer Singh Mehta	0.00	1	0.00
23.05.2017	Mr. Sudhir Chopra	0.00	4	0.00
23.05.2017	Mr. Subramanian Ganesh Iyer	0.00	1	0.00



**6. Details of Group Company(ies)/Subsidiary Company(ies)/Joint venture(s):**

Sr. No.	Name of Group Company	Equity Share Capital (in INR, as on 31 <sup>st</sup> March, 2018)	Turnover (Gross Revenue from Operations) for the previous Financial Year (in INR, Lakhs)	Profit after Tax for the previous Financial Year (including comprehensive income, if any) (in INR, Lakhs)	Shareholding held in Group Company	Listing Status
1.	JTEKT India Limited	198,742,000	125091.20	3080.97	--	Yes (NSE & BSE)
2.	JTEKT Fuji Kiko Automotive India Limited	100,000,000	9179.38	952.47	--	No
3.	Toyoda Micromatic Machinery India Private Limited	124,800,000	1499.40	66.33	--	No
4.	Koyo Bearings India Private Limited	3,088,592,880	21509.16	(319.18)	--	No
5.	Koyo Electronics India Private Limited	90,00,000	3,97.12	57.54	--	No

**7. Financial Structure of the Company:**

**7.1 Details of Capital Structure of the Company:**

The Authorised Share Capital of the Company is Rs. 600,000,000 (Rupees Sixty Crore Only) representing 60,000,000 (Six Crore) Equity Shares of Rs. 10/- each and paid up share capital of the Company is Rs. 566,900,000 (Rupees Fifty Six Crore Sixty Nine Lakh Only) representing 56,690,000 (Five Crore Sixty Six Lakh Ninety Thousand) Equity Shares of Rs. 10/- each.

Details of capital structure of the Company						
Date of Allotment	Shares issued		Cumulative paid up capital		Mode of allotment	Identity of allottees (promoters/others)
	No.	%	No.	%		
11.07.2007	50000	0.09	50000	0.09	Subscriber of MOA	Other
28.11.2007	9950000	17.55	10000000	17.64	Preferential Allotment	Promoter



05.05.2008	10000000	17.64	20000000	35.28	Preferential Allotment	Promoter
19.07.2008	11000000	19.40	31000000	54.68	Preferential Allotment	Promoter
28.01.2010	12755102	22.50	43755102	77.18	Preferential Allotment	Promoter
27.03.2010	12934898	22.82	56690000	100.00	Preferential Allotment	Promoter

## 7.2 Details of financial position of last three financial years:

(Amount in Lakh)

Particulars	Audited as on 31.03.2018	As per Last Audited Financial Year		1 Year prior to the last Audited Financial Year	2 Year prior to the last Audited Financial Year
	2017-18	2016-17		2015-16	2014-15
	As per Ind AS	As per Ind AS	As per Indian GAAP	As per Indian GAAP	As per Indian GAAP
Equity Paid Up Capital	5669.00	5669.00	5669.00	5669.00	5669.00
Reserves and Surplus	18322.26	15,203.31	15269.49	12604.66	11074.82
Carry Forward Losses	--	--	--	--	--
<b>Net Worth</b>	<b>23991.26</b>	<b>20872.31</b>	<b>20938.49</b>	<b>18273.66</b>	<b>16743.82</b>
Miscellaneous Expenditure	--	--	--	--	--
Secured Loans	--	--	--	--	--
Unsecured Loans	350.94	967.55	967.55	1612.58	1935.09
Fixed Assets	11741.69	11971.16	12053.53	12885.05	13995.16
Income from Operations	56716.85	60573.02	60573.01	61195.68	64478.62
<b>Total Income</b>	<b>57367.46</b>	<b>61206.29</b>	<b>61206.28</b>	<b>61515.47</b>	<b>64643.58</b>
<b>Total Expenditure</b>	<b>52509.61</b>	<b>57111.56</b>	<b>57133.48</b>	<b>56940.33</b>	<b>59141.03</b>
Profit before Tax	4857.85	4094.73	4072.80	4575.15	5502.54
Profit after Tax	3118.95	2668.24	2664.83	2962.68	3613.42
Cash Profit	5528.41	5098.01	5100.69	5255.55	5841.45
EPS	5.49	4.73	4.70	5.23	6.37
Book value	42.32	36.82	36.94	32.23	29.54



### 7.3 Details of Material Related Party Transactions

Particulars	For the period ended as on 31 <sup>st</sup> March, 2018	For the period ended as on 31 <sup>st</sup> March, 2017
Sale of goods	6,500.91	7,064.23
Purchase of goods	26,449.51	25,608.81
Purchase of capital goods	444.75	347.75
Purchase of tooling	439.08	235.95
Services received	110.44	98.84
Expenses recovered	40.36	20.99
Reimbursement of expenses	278.15	359.36
Royalty and technical fee	1,497.43	1,775.48
Lease rent	54.44	51.67
Dividend paid	-	680.28
Others	1.39	2.81
Other Income	92.72	26.65

**7.4 Aggregate Number of shares for capitalization of Reserves or Profits:** Not Applicable

**7.5 Details of Revaluation of assets:** Not Applicable

### 8. Details of Material Penal Actions / Litigations:

8.1 Details of material penal actions/litigations against the Company: NIL

8.2 Details of material penal actions/litigations against the Promoters: NIL

8.3 Details of material penal actions/litigations against the Directors: NIL

### 9. Declarations:

The Company, its promoters or its Directors are not in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

I Sudhir Chopra, Director of the Company do hereby confirm that all the information provided in the document is true and fair to the best of my knowledge and belief as on the date of document.

For JTEKT Sona Automotive India Limited

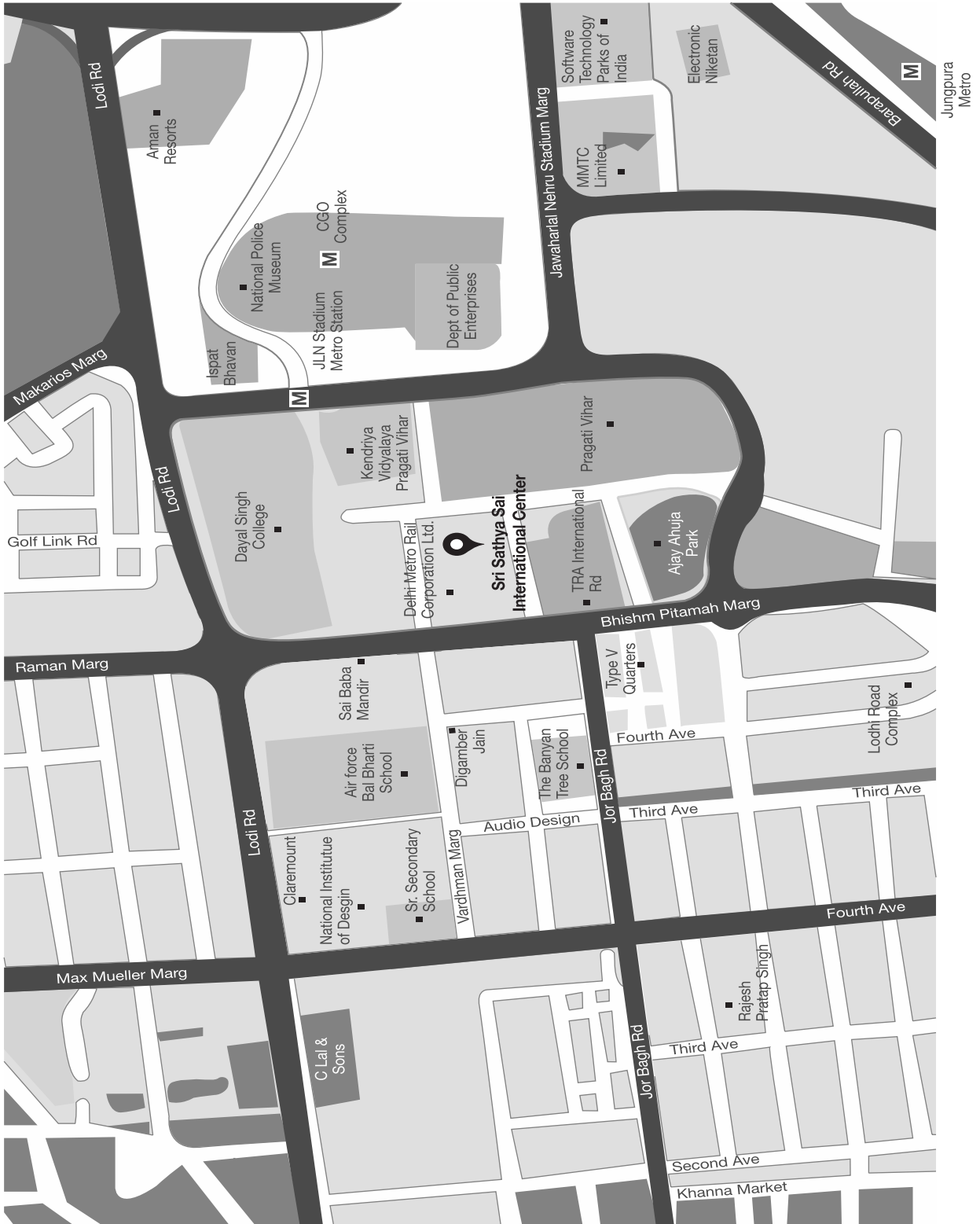


(Sudhir Chopra)  
Director



Place: New Delhi  
Date: 28/09/2018

**ROUTE MAP TO THE VENUE OF THE TRIBUNAL CONVENED MEETING OF  
THE UNSECURED CREDITORS OF JTEKT INDIA LIMITED**



**Sri Sathya Sai International Centre  
Pragati Vihar, Bhisham Pitamah Marg,  
Lodhi Road, New Delhi 110003.**

**FORM NO. MGT-11**  
**FORM OF PROXY**

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

Name of the Company : JTEKT India Limited  
Registered Office of the Company : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001  
CIN : L29113DL1984PLC018415

Name of the Unsecured Creditor	
Registered Address	
Email ID	

I/We being the Unsecured Creditor to the extent of Rs.....of the above named Company hereby appoint :

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

or failing him/her

Name	
Address	
Email ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the meeting of the Unsecured Creditors of the Company to be held on Thursday, 15th November, 2018, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi - 110003 at 04:30 P.M. and at any adjournment thereof in respect of such resolution as indicated below :-

Sl. No.	Resolution	Vote	
		For	Against
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited and JTEKT India Limited and their respective Shareholders and Creditors.		

Signed this ..... day of ..... 2018.

.....  
Signature of Unsecured Creditor

Affix Re. 1/-  
revenue  
stamp

.....  
Signature of Proxy Holder

**NOTES :**

- (1) Please affix revenue stamp not less than Re.1 before putting signature.
- (2) The proxy must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (3) Strike out which is not necessary.
- (4) All alterations made in the Form of Proxy should be initialled.
- (5) Bodies Corporate would be required to deposit certified copy of the Board Resolution/Power of Attorney or authorization document, as the case may be, authorizing the Individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001 at least 48 hours before the commencement of the meeting.
- (6) It optional to put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (7) In case of multiple proxies, proxy later in time shall be accepted.



# JTEKT

## JTEKT INDIA LIMITED

[Formerly known as Sona Koyo Steering Systems Limited]

CIN: L29113DL1984PLC018415

Regd. Office : UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001

Tel. No. : 011-23311924, 23327205, Telefax No : 011-23327205

E-mail : investorgrievance@jtekt.co.in, Website:www.jtekt.co.in

### ATTENDANCE SLIP

Name & address of Unsecured Creditor.....

.....

Name & address of Proxy / Representative .....

.....

I/We..... hereby record my/our presence at the meeting of the Unsecured Creditors of JTEKT INDIA LIMITED having its Registered Office at UGF-6, Indra Prakash, 21, Barakhamba Road, New Delhi 110001, convened pursuant to Order dated 25th September, 2018 of the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi, at the Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg, Lodhi Road, New Delhi 110003 on Thursday, 15th November, 2018 at 04.30 P.M.

.....  
Unsecured Creditor/Proxy/Representative Signature

#### Notes :

- 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- 2) Member's signature should be in accordance with the specimen signature registered with the Company.
- 3) For security reasons, briefcases, transistors, bags, tiffin boxes, cameras, binoculars, eatables etc. will not be allowed inside the Meeting Hall.

**JTEKT INDIA LIMITED**

[Formerly known as Sona Koyo Steering Systems Limited]

(CIN:L29113DL1984PLC018415)

Registered Office:UGF-6,Indraprakash,21,Barakhamba Road, New Delhi 110001.

Tel:011-23311924,23327205

Email:investorgrievance@jtekt.co.in;Website:www.jtekt.co.in

**POSTAL BALLOT FORM**

1. Name and Registered Address of the Unsecured  
Creditor (in block letters) :

I/We hereby exercise my/our vote(s) through Postal Ballot in respect of the Resolution to be passed at the Meeting convened by Order dated 25<sup>th</sup> September, 2018 passed by the National Company Law Tribunal, Principal Bench at New Delhi for the business stated in the Notice dated 28<sup>th</sup> September, 2018 of the Company by conveying/sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Resolution No.	Description	Amount of Unsecured Debt (Rs)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve the Scheme of Amalgamation between JTEKT Sona Automotive India Limited And JTEKT India Limited And their respective shareholders and creditors			

Place :

Date :

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(Signature of the Unsecured Creditor)

Facility to exercise vote by postal ballot will be available during the following period:

POSTAL BALLOT		
Commencing on	:	13th October, 2018 at 9:00 a.m.
Ending on	:	11th November, 2018 at 05:00 p.m.

Note: Please read the instructions carefully printed overleaf before exercising the vote(s) and return this form to scrutiner.

## INSTRUCTIONS

1. Unsecured Creditor desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer. Envelope containing Postal Ballot Form, sent by courier or registered post at the expense of the Unsecured Creditor will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Unsecured Creditor.
3. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. 11<sup>th</sup> November, 2018. Any Postal Ballot Form received after this date, will be strictly treated as if reply from such Unsecured Creditor has not been received.
5. Unsecured Creditors are requested not to send any other paper along with the Postal Ballot as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
6. The Postal Ballot shall not be exercised by a Proxy.
7. There will be only one Postal Ballot form for every Unsecured Creditor.
8. An Unsecured Creditor can opt for only one mode of voting i.e. either through Postal Ballot or polling paper at Tribunal Convened Meeting. In case Unsecured Creditor cast his/her vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Postal Ballot, and (ii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
9. Scrutinizer's decision on the validity of the Postal Ballot shall be final.

