JMT AUTO LTD.
An Amtek Group Company

JMT/CS/124/2014-15
Date: 29.09.2014

To,
The Compliance Officer,
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex, Bandra
Mumbai-400 051

Dear Sir,

Sub: Proceedings of the Annual General Meeting

Scrip Code: JMTAUTOLTD

Please find annexed the Scrutinizer's Report and the proceedings of the Twenty Sixth Annual General Meeting of JMT AUTO Limited, for your perusal and record pursuant to the Listing Agreement:

Please acknowledge receipt of the same.

Thanking You.

Yours faithfully,
For JMT AUTO LIMITED

(Mona K Bahadur)
Company Secretary

JMT AUTO LIMITED
(An Amtek Group Company)
Ro:- 3 LSC, Pamposh Enclave
Guru Nanak Mkt, Opp. LSC Mkt.
New Delhi-110048
CIN:-L42274DL1997 PLC270939

Corporate Office :
C-19-20, 7th Phase, Industrial Area,
Adityapur, Jamshedpur-832 109, Jharkhand, India
Phone : +91-657-6626379 / 6626333
Fax : +91-657-2200749, E-mail : jmt.auto@amtek.com
Website : www.jmtauto.com

Works :
Unit - II & III
C-19-20, 7th Phase, Industrial Area, Adityapur
Jamshedpur-832 109, Jharkhand, India
Phone : +91-657-6626379/6626333

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PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S JMT AUTO LIMITED HELD AT GYAN MANCH AUDITORIUM, 11, PRETORIA STREET, KOLKATA-700071 ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT 10.00 A.M.

I. **Chairman** - Sri Sanjay Chhabra, Chairman, presided the meeting. Total 132 members (131 members in person and 1 in proxy) attended the meeting.

II. **Quorum and Notice**

The Company Secretary apprised the Chairman that the required quorum as per the Companies Act, 2013 was present for conducting the affairs of the meeting. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order. Notice convening the Annual General Meeting together with Explanatory statement as circulated among the members was taken as read.

III. **Address by Chairman**

The Chairman gave his speech about the fluctuating scenario of the Auto Component Industry, and also about the changes proposed by the Company to accelerate the growth in near future.

IV. **E-voting**

Then the Company Secretary informed the members present that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (Management and Administration) Rules, 2014 the Company had provided e-voting facility through CDSL in respect of businesses to be transacted at the 27th AGM of the Company.

The e-voting had remained open from 22nd September, 2014 (9.00 a.m.) to 23rd September, 2014 (6.00 p.m.) and the appointed scrutinizer Ms. Iqneet Kaur, practicing Company Secretary had submitted her Report to the Chairman on 25th September, 2014

The Chairman announced the Result as per the Scrutinizer's Report that all the resolutions except Resolution No 10 was passed by the members through e-voting.

V **Agenda**

The Company Secretary on the behest of the Chairman read the Agenda taking up the Resolutions one by one. Since the resolution nos. 1 to 9 had already received requisite majority through e-voting, the Chairman declared the resolutions as passed with requisite majority.

Item No 10 was taken up at the meeting and was voted in favour by show of hands. No poll was demanded and hence the Chairman declared the Special Resolution as passed by requisite majority by a show of hands.

JMT AUTO LTD. Adityapur Jamshedpur

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VI **Resolutions Passed**

The following Resolutions were declared to be passed through e-voting and at the AGM by show of hands:-

Ordinary Business

1. Adoption of audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon. (Ordinary Resolution)

2. Appointment of a Director in place of **Mr. Sanjay Tiku (DIN-00300566),** who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)

3. Appointment of M/s A C Gupta & Associates, Chartered Accountants,(Firm Registration No. 008079N) as Statutory Auditors for 4 years and to fix their remuneration. (Ordinary Resolution)

Special Business

4. Appointment of Mr. Anubhav Dham as a Director, liable to retire by rotation. (Ordinary Resolution)

5. Appointment of Mr. Gautam Malhotra as a Director, liable to retire by rotation. (Ordinary Resolution)

6. Appointment of Mr. John Ernest Flintham as a Director, liable to retire by rotation. (Ordinary Resolution)

7. Appointment of Sanjay Chhabra as Independent Director. (Ordinary Resolution)

8. Appointment of Ashok Mittal as Independent Director. (Ordinary Resolution)

9. Ratification of Remuneration of Cost Auditors. (Ordinary Resolution)

10. Approval of Related party Transactions of the Company with its Holding Company, Amtek Auto Limited up to an estimated annual value of Rs. 250 Crores, for 5 years.
(Special Resolution)

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VI **Vote of Thanks**

There being no other business, the meeting ended with a vote of thanks to the Chair.

CERTIFIED TO BE TRUE COPY

For JMT AUTO LIMITED

(Mona K Bahadur)
COMPANY SECRETARY

JMT AUTO LIMITED
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JMT AUTO LTD. Adityapur Jamshedpur

Iqneet Kaur & Co.
Company Secretaries

E-4/70, 1st Floor, Sector-7,
Rohini, New Delhi-110085
Tel. : +91 11 27056332, Mob. : 9873497856
E-mail : iqneetgurdatta@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman,
JMT Auto Limited,
3, LSC Pamposh Enclave,
Guru Nanak Mrkt, Opp LSC Mrkt.,
New Delhi – 110 048

27th Annual General Meeting of the Equity Shareholders of JMT Auto Limited to be held on Saturday 27th September, 2014 at 11, Gyan Manch, Pretoria Street, Kolkata- 700 071

Sub: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Iqneet Kaur, appointed as Scrutinizer for the purpose of the e-Voting taken on the below mentioned resolution(s), at the 27th Annual General Meeting of the Equity Shareholders of JMT Auto Limited, held on 27th September, 2014 at 11, Gyan Manch, Pretoria Street, Kolkata – 700 071 submit my report as under :

1. The Board of Directors of the company at its meeting held on 02.09.2014 has appointed me as a Scrutinizer for the e-voting process.
2. The Company has appointed Central Depository Services of India Limited (CDSL) to provide the facility of e-Voting with respect to the 27th Annual General Meeting of the Shareholders.
3. As on the cut-off date (29th August, 2014) there were 7525 Shareholders. Notice was sent to 1328 shareholders through email and to 6197 shareholders by registered post. The completion of dispatch of Notice was done on September 3, 2014.
4. As per the said rules, the Company mentioned in the Notice that the e-voting period commenced on Monday, September 22, 2014 (9:00 a.m. IST) and ended on Tuesday, September 23, 2014 (6:00 p.m. IST) and that any votes cast after 6.00 p.m. on September, 23, 2014 was not valid.
5. As per the Rules the Company also published in newspapers, (Business Standard & Kalantar dated September 8, 2014) more than 5 days in advance from the commencement of the e-voting period. All required details related to the e-voting was published.
6. At the end of the voting period on September 23, 2014 (6:00 p.m. IST), the voting portal was blocked by CDSL. On September 24, 2014 the votes cast through e-voting facility was duly unblocked by me as the Scrutinizer in presence of two witnesses.

IQNEET KAUR & CO. New Delhi C.P. No. 17085 Company Secretary

7. I have compiled the details of the votes cast through e-voting and I submit my Report as under:-

A summary of the votes cast through e-voting is given below:

Total votes cast – 4 – (36141255 Shares)
Less: Invalid votes – Nil – (Nil Shares)
No. of Valid votes – 4– (36141255 Shares)

Sl. No.	Description	Type of Resolution	Total No of Valid Votes cast	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution	%age of Votes cast in favour	%age of votes cast against
(1)	Consideration and adoption of the Audited Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the reports of the Board of Directors and Auditor's thereon.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(2)	Appointment of a Director in place of **Mr. Sanjay Tiku (DIN-00300566),** who retires by rotation and is eligible for re-appointment.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(3)	Appointment of M/s A C Gupta & Associates, Chartered Accountants,(Firm Registration No. 008079N) as Statutory Auditors for 4 years and to fix their remuneration	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(4)	Appointment of Mr. Anubhav Dham as a Director, liable to retire by rotation.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(5)	Appointment of Mr. Gautam Malhotra as a Director, liable to retire by	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%

	rotation.						
(6)	Appointment of Mr. John Ernest Flintham as a Director, liable to retire by rotation.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(7)	Appointment of Sanjay Chhabra as Independent Director.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(8)	Appointment of Ashok Mittal as Independent Director.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(9)	Ratification of Remuneration of Cost Auditors.	Ordinary	4(36141255)	2(36141235)	2(20)	99.99%	0.01%
(10)	Approval of Related party Transactions of the Company with its Holding Company, Amtek Auto Limited upto an estimated annual value of Rs. 250 Crores, for 5 years.	Special	3(35)	1(15)	2(20)	42.86%	57.14%

All the resolutions except Resolution No 10 stands passed under e-voting with the requisite majority.

I hereby confirm that I am holding the Registers received from CDSL both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. It shall be handed over to the Chairman or to any person authorised by him in due course as prescribed in the said Rules.

Thanking you,



(Jaspreet Kaur)
Signature of Scrutinizer

Place: New Delhi
Dated: 25th September, 2014