



MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S JMT AUTO LIMITED HELD ONLINE THROUGH VC/OVAM FACILITY PROVIDED BY CDSL, ON TUESDAY, THE 29th DAY OF SEPTEMBER, 2020 AT 11.00A.M.

PRESENT

Ms. Kanika Rajiv Kapur	-	Chairperson
Mr. Vivek Malik	-	Audit Committee Chairman
Mr. S Khurana	-	Scrutinizer
Mr. Sandeep Surya	-	Chief Financial Officer
Ms. Mona K Bahadur	-	Company Secretary

Total 46 members including the panelists attended the meeting online.

I. Chairman

Ms. Kanika Rajiv Kapur, presided the meeting as the Chairperson. Independent Director and Chairman of Audit Committee Mr. Vivek Malik was present. Scrutinizer, Mr. Sachin Khurana was present along with CFO and Company Secretary. Representatives of Statutory Auditor and Secretarial Auditor were also present.

Total 46 members including the panelists attended the meeting online.

II. Welcome

Ms. Mona K Bahadur, Company-Secretary, welcomed the shareholders, the invitees, the Chairperson and the Director to the 33rd Annual General Meeting of the Company. The members were informed about the presence of the Chairperson of the Meeting, Director and Auditors.

III. Quorum and Notice

The Company Secretary apprised the Chairperson 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 Chairperson called the meeting to order. Notice convening the Annual General Meeting together with Explanatory statement as circulated among the members was taken as read. The Auditors Report was also taken as read.

IV. Address by Chairperson

The Chairperson addressed the members deliberating on the Indian and Global outlook of the Auto Component Industry and about the new initiatives taken by the Company to enhance its market share in the business.

IV. Remote E-voting at AGM

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

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the Company had provided e-voting facility through CDSL in respect of businesses to be transacted at the 33rd AGM of the Company.

The e-voting had remained open from 26th September, 2020 (9.00 a.m.) to 28th September, 2020 (5.00 p.m.) and the appointed scrutinizer M/s S Khurana & Associates, Practicing Company Secretaries, had submitted the E-voting Report to the Chairman on 29th September, 2020.

V. Voting on Agenda Items by Ballot at AGM

With permission of the Chairman, the Company Secretary read out the Items on the Agenda, one by one. The shareholders were given the facility to cast their votes through e-voting facility provided by CDSL.

The e-voting facility was provided to shareholders at the time of the AGM on 29th September, 2020 and it was kept open for 30 minutes after the close of the Meeting. Thereafter the Scrutinizer downloaded the results and prepared the Report.

The Scrutinizer reported that all the eight resolutions, as enlisted in the notice dated 3rd September, 2020 were passed by the members through e-voting, as confirmed in the Scrutinizer's Consolidated Report.

Resolutions passed at the General Meeting

Ordinary Business

1. ADOPTION OF ACCOUNTS

To consider and adopt :-

- (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020, and the reports of the Auditors thereon;

The following Resolution was put forth to receive, consider and adopt the Profit & Loss for the year ended 31st March, 2020 and the Balance Sheet as on that date and the reports of the Board of Directors and Auditor's thereon.

a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

2. Re-appointment of Sanjay Tiku (DIN-00300566), as Director, who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)

To re-appoint **Sanjay Tiku (DIN-00300566)**, Director of the Company who had retired by rotation at this meeting and being eligible had offered for his re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Sanjay Tiku (DIN-00300566)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

3. Re-appointment of Mr. Aditya Malhotra (DIN-02191303), as Director, who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)

To re-appoint **Aditya Malhotra**, Director of the Company who had retired by rotation at this meeting and being eligible had offered for his re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Aditya Malhotra (DIN-02191303)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

4. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s. Chaturvedi & Co., Chartered Accountants (Registration No 302137E)**, be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company.”

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

out-of-pocket expenses payable to Yash Pal Sardana, Cost Accountants & Management Consultants (Membership No – 17996), Cost Auditor of the Company who is appointed by Board of Directors of the Company to conduct cost audit of all business of the Company for the financial year 2020-21.”

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

8. Related Party Transactions of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary consent of the Company be and is hereby accorded to the Board of Directors for entering into transaction/s of purchase/sale of goods / services, transfer, assign or otherwise etc., whether material or otherwise, during the financial year 2020-21 commencing from April 1, 2020, of the Company with Amtek Auto Limited (which is under Corporate Insolvency Resolution Process), Holding Company or any of the Subsidiaries, Joint Ventures, Associates or group Companies falling under Related Party, up to an estimated maximum annual value of Rs. 250 Crores (Rupees two Hundred and Fifty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as maybe necessary, proper or expedient to give effect to this Resolution.”

The resolution was put to vote as Ordinary Resolution and was passed by votes cast through remote e-voting, as confirmed by the Scrutinizer's Report dated 29th September, 2020.

No Special Resolution was passed at the 33rd Annual General Meeting of the Company. There being no other items on the Agenda the Meeting concluded with a vote of thanks to the Chairman.

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Certified to be true