JMT AUTO LIMITED
Regd. Off: 224 AJC Bose Road, Room No-902, Krishna Building, 9th Floor, Kolkata- 700 017
CIN: L42274WB1997PLC082620
Telephone: 033-3058 1043 Email: jmt.cs@jmtauto.com Website: www.jmtauto.com

JMT AUTO LTD.
An Amtek Group Company

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 & other applicable provisions of Companies Act, 2013/ or Companies Act, 1956 , read with applicable rules issued in that behalf that the Resolutions appended below are proposed to be passed as Ordinary/ Special Resolutions, by way of voting by Postal Ballot.

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolutions setting out to the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed Resolutions.

The Company has appointed Ms. Iqneet Kaur , Company Secretary in Practice as scrutinizer for conducting the Postal Ballot Process.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday, the 17th July, 2014, the last date for the receipt of the completed Postal Ballot forms.

The Scrutinizer will submit her report to the Chairman of the Board/ Director after completion of the scrutiny and the result will be announced on Friday, the 18th July, 2014 at 4.00 P.M. at the Registered Office of the Company i.e. 224 AJC Bose Road, Room No-902, Krishna Building, 9th Floor, Kolkata- 700 017.

The resolutions passed through the Postal Ballot shall be deemed to be passed in an **Extra Ordinary General Meeting** of the Company.

ITEM NO. 1

INCREASE IN AUTHORIZED SHARE CAPITAL

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules issued in that behalf subject to such other rules framed thereunder as may be applicable the authorized share capital of the Company be and is hereby increased from

Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of ` Rs. 10/- each to Rs. 52,50,00,000 (Rupees Fifty Two Crores Fifty Lacs only) divided into 5,25,00,000 (Five Crores Twenty-five Lacs) Equity Shares of Rs.10/- each by creation of additional 3,75,00,000 (Three Crores Seventy-five Lacs) Equity Shares of Rs.10/- each."

"**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

ITEM NO. 2

AMENDMENT OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

Clause V:- "The Authorised Share Capital of the Company is Rs. 52,50,00,000 (Rupees Fifty Two Crores Fifty Lacs only) divided into 5,25,00,000 (Five Crores Twenty-five Lacs) Equity Shares of Rs.10/-each with the power to increase and reduce the share capital and to divide the shares in the capital for the time being into several classes and to attached thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

ITEM NO. 3

ISSUE OF BONUS SHARES

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

Ordinary Resolution

"RESOLVED THAT in accordance with the Section 63 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof including any amendment or re-enactment thereof for the time being in force and as per the Articles of Association of the Company and also subject to the regulations/ guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Company for capitalization of a sum not exceeding Rs. 35,98,80,100/- (Rupees Thirty Five Crores Ninety Eight Lacs Eighty Thousand One Hundred Only) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten each), credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 5 (Five) fully paid up Bonus Equity Shares of Rs. 10/- each for every 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them and that

the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the issue of Bonus shares shall be aggregated into whole shares and the number of whole shares so arising shall be held by a trustee appointed by the Board of Directors of the Company (Trustee) who shall dispose of the said whole shares and the proceeds of sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlements."

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the 'Record Date';

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FlIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.**"**

By Order of the Board

For JMT Auto Limited

Place : Kolkata
Date : 10th June, 2014

Sd/-
(Mona K Bahadur)
Company Secretary

NOTES:

a. Voting Period Commences on 18th June, 2014 and ends on 17th July, 2014 for the members exercising their voting either by Postal Ballot form or through e-voting.

b. Pursuant To Section 102 of Companies Act, 2013 the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

c. The members whose name appears in the Register of Members/ Record of Depositories as on 13th June, 2014 only shall be eligible for voting. This notice ("**Postal Ballot Notice**") is being sent to all the members, whose names appear in the Register of Members as on 13th June, 2014. The Postal Ballot Notice is also posted on the website of the Company-www.jmtauto.com.

d. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership Number-13624) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

e. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of working hours on Thursday, the 17th July, 2014.

f Pursuant to Section 108 and other applicable rules & provisions issued in that behalf, your Company is offering e- Voting Facility for all shareholders of the Company as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote through physical ballots (instead of e- voting) can do the same by sending the duly filled ballots before Thursday, the 17th July, 2014 at 05.00 p.m..

g. **E-Voting Facility**:-

The procedure and instructions for the voting through electronic means is, as follows:

i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password is to be used.

ii. Log on to the e-voting website www.evotingindia.com.

iii. Click on "Shareholders" tab to cast your votes.

iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "JMT AUTO LIMITED" from the drop down menu and click on "SUBMIT"

v. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: '**JMTLTD1234**' in the PAN field.

\# Please enter any one of the details in order to login.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii. Click on the relevant EVSN on which you choose to vote.

ix. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

h In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

i. Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

ii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https:// www.evotingindia.co.in and register themselves, link their account which they wish to

vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an, e-mail to helpdesk.evoting@cdslindia.com, jmt.cs@jmtauto.com, mona.bahadur@amtek.com.

i. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent PB Notice by e-mail and others are sent by registered post/ speed post/ courier. Members who have received PB Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.

j. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting. If you are opting for e-voting, then do not vote by physical voting also. However, once the vote on a resolution is cast by the shareholders, by e-voting, he shall not be allowed to change it subsequently at the physical meeting.

k. The result of the Postal Ballot shall be announced by the Chairman or in his absence by any other person, so authorized by the Chairman on Friday, the 18th July, 2014 at 4.00 P.M. at the Registered Office of the Company i.e. at 224 AJC Bose Road, Room No-902, Krishna Building, 9th Floor, Kolkata- 700 017 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. Result of the Postal Ballot shall be displayed at the Registered Office on Friday, the 18th July, 2014. The Result shall also be uploaded on the website of the Company i.e. www.jmtauto.com.

l. Documents specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m and 1.00 p.m on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of the Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1

In order to facilitate the capitalization of Share Premium Account as set out in the Resolution at item No. 3 of the Notice, the Company proposes to increase its Authorised Share Capital.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from Rs. 15 Crores to Rs. 52.5 Crores.

Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as an Ordinary Resolution.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO. 2

The Company intends to increase the authorized share capital of the company from Rs. 15 Crores to Rs. 52.5 Crores. It is, therefore proposed to alter the Memorandum of Association of the Company, pursuant to Sections 13 of the Companies Act, 2013 read with Section 61(1) of the Companies Act, 2013, to give effect to the said alteration.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution.

ITEM NO. 3

The Board of Directors of the Company in its meeting held on June 10, 2014, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 5:2 (i.e. Five bonus equity share of Rs.10/- for every two fully paid up equity shares of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 35,98,80,100/- (Rupees Thirty Five Crores Ninety Eight Lacs Eighty Thousand One Hundred Only) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company as per the Audited Accounts of the Company for the financial year ended March 31, 2014.

The increased capital is proposed to be applied in paying up in full not exceeding 3,59,88,010 Equity Shares of Rs. 10/- each for the purpose of issue of fully paid up Bonus Shares of Rs. 10/-each (Rupees Ten each), credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date', in the proportion of 5 (Five) Bonus Equity Share of Rs. 10/- for

every 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income;

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

Directors and Key Managerial Persons of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as an Ordinary Resolution.

By Order of the Board
for JMT Auto Limited

Place : Kolkata
Date : 10th June, 2014

Sd/-
(Mona K Bahadur)
Company Secretary