NOTICE

The **28th Annual General Meeting** of JMT AUTO LIMITED will be held at Mapple Exotica, Chattarpur, Mandir Road, Satbari next to IIPM College, New Delhi-110074 on Monday, the **28th day of September, 2015** at **09.30 A.M**. to transact the following business: -

ORDINARY BUSINESS

Item No.1- Adoption of Accounts

To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as on that date together with the reports of the Board of Directors and Auditor's thereon.

Item No. 2 – Re-appointment of Gautam Malhotra

To appoint a Director in place of **Mr. Gautam Malhotra (DIN-00157488),** who retires by rotation and being eligible, offers himself for re- appointment.

Item No. 3 – Re-appointment of John Ernest Flintham

To appoint a Director in place of **Mr. John Ernest Flintham (DIN-01463500),** who retires by rotation and being eligible, offers himself for re- appointment.

Item No. 4 – Ratification of Appointment of Auditors

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby ratifies the appointment of M/s A C Gupta & Associates, Chartered Accountants, (Firm Registration No. 008079N) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for the Financial Year 2016-17,at such remuneration as determined by the Board of Directors."

SPECIAL BUSINESS

Item No. 5 – Appointment of Bhama Krishnamurthy as Independent Director

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

"RESOLVED THAT pursuant to Section 149 and Section 152 of Companies Act, 2013 read with Schedule IV of Companies Act, 2013 and other applicable provisions and rules made thereunder of Companies Act, 2013 Bhama Krishnamurthy (DIN-02196839), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 27, 2015 and who holds office till the date of the Annual General Meeting in terms of Section 161of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period upto September 27, 2019, not liable to retire by rotation.

Item No. 6 – Appointment of Aditya Malhotra as a Director, liable to retire by rotation

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and the rules made thereunder and other applicable provisions of the Companies Act, 2013 or any applicable laws **Mr. Aditya Malhotra (DIN-02191303)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. April 20, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item Nos. 5 & 6 above, is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment under Item Nos. 2, 3, 5 & 6 as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Pursuant to 205A(5) and 205C of the Companies Act, 1956, Unclaimed final dividend for the year 2007-08 is due for transfer to Investors' Education and Protection Fund (IEPF) established by Govt. of India. All Shareholders, whose dividend is unpaid for the year 2007-08, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:

   i. M/s C.B. Management Services Private Limited (RTA)
   P- 22, Bondel Road, Kolkata- 700 019,

   ii. The Company-Secretary,
   JMT AUTO Limited,
   Corporate and Administrative office,
   C-19-20 7th Phase Industrial Area,
   Adityapur, Jamshedpur-832109

   Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. C B Management Services (P) Ltd**.** Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. C B Management Services (P) Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. C B Management Services (P) Ltd.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from ***September 22, 2015 to September 28, 2015 (both days inclusive)*** for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.

7. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

8. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with C B Management Services Pvt. Ltd., the Company's Registrars and Share Transfer Agents.

9. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to C B Management Services (P) Ltd. for consolidation into a single folio.

11. Members/ Proxies are requested to bring the Attendance Slip duly filled in for attending the meeting.

12. Pursuant to Section 103 of Companies Act, 2013 at least 30 Members should be personally present to form quorum for meeting of the Company.

13. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.

14. 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 physically in Meeting (instead of e- voting) can do the same.

15. The Voting through an electronic means will commence on Friday, September 25, 2015 (9:00 a.m. IST) and will end on Sunday, September 27, 2015 (5:00 p.m. IST). The members will not be able to caste their electronically beyond the date and time as aforesaid mentioned.

E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Friday, September 25, 2015 (9:00 a.m. IST) and ends on Sunday, September 27, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.

The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership Number-13624) as Scrutinizer to scrutinize the e-voting and remote voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:-

i) The voting period begins on Friday, September 25, 2015 (9:00 a.m. IST) and ends on Sunday, September 27, 2015 (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 September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

iii) Click on "Shareholders" tab.

iv) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant **can enter in the PAN field 10 characters as First 2 alphabets of the first Holder's Name followed by 8 characters consisting of Folio Number prefix by '0' (or 8 characters from right of BO_ID). No special characters will be taken from the name and folio number.** In case the **folio** number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
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. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant <Company Name>on which you choose to vote.

xii) 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.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) 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.

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

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on https://www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

xix) 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 email to helpdesk.evoting@cdslindia.com.

xx) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on September 21, 2015.

16. Other Instructions

i. 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. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.

ii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, person already registered with CDSL for remote e-voting can use their existing user ID and password for casting the vote.

iii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

iv. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jmtauto.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

By order of the Board of Directors

Sd/-
Mona K Bahadur
Company Secretary & Compliance Officer

Place : New Delhi
Date : 14.08.2015

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5 & 6 of the accompanying Notice dated **14.08.2015.**

ITEM NO. 5

Mrs. Bhama Krishnamurthy has been the Non-Executive Independent Director of the Company since 27th March, 2015. Mrs. Krishnamurthy has over 30 years of experience in development banking both in IDBI and SIDBI covering areas relating to Human Resource Development (HRD), Treasury and Funds Management, Resources raising from domestic and International markets, Direct Finance Operations, Risk Management and Asset Liability Management, Market Risk Management and NBFC portfolio. She holds a Masters Degree in Science.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Krishnamurthy has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mrs. Krishnamurthy as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as an Independent Director up to 26th September, 2020.

In the opinion of the Board, Mrs. Krishnamurthy fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Krishnamurthy as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Krishnamurthy is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mrs. Krishnamurthy, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO.6

Mr. Aditya Malhotra was appointed as an Additional Director by the Board with effect from 20th April, 2015. In terms of Section 161(1) of the Companies Act, 2013 Mr. Aditya Malhotra holds office as Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment. Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. Aditya Malhotra for the office of Director.

Mr. Aditya Malhotra (MBA), is associated with the Amtek Group and has significant international and domestic experience in finance, projects and operations.

Mr. Aditya Malhotra is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Aditya Malhotra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

By order of the Board of Directors

Sd/-
Mona K Bahadur
Company Secretary & Compliance Officer

Place : New Delhi
Date : 14.08.2015

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	**Gautam Malhotra**	**John Ernest Flintham**
Date of Birth	03.03.1979	16.09.1952
Date of Appointment	19.08.2013	19.08.2013
Expertise in specific functional areas	Experience in Marketing and Finance.	Experience in the fields of Manufacturing in Automotive components and commercial sales.
Qualifications	B.E, MBA -Manchester, UK	Mechanical Engineer – Lincoln, UK
Directorship held in other public companies (excluding foreign companies)	Amtek Auto Limited Amtek Laboratories Limited Castex Technologies Limited Metalyst Forgings Limited	Amtek Auto Limited Amtek Tekfor Automotive Limited Castex Technologies Limited MPT Amtek Automotive (India) Limited
Shareholdings in the Company	NIL	NIL

Name of Director	**Aditya Malhotra**	**Bhama Krishnamurthy**
Date of Birth	29.11.1982	19.12.1954
Date of Appointment	20.04.2015	27.03.2015
Expertise in specific functional areas	Experience in Finance, Project & Operations.	Treasury and Funds Management, Direct Finance Operations, Risk Management and Asset Liability Management.
Qualifications	MBA	Master's Degree in Science
Directorship held in other public companies (excluding foreign companies)	Aron Auto Limited B S Ispat Limited Gondwana Ispat Limited MPT Amtek Automotive (India) Ltd OISL Auto Limited Rollatainers Limited	Castex Technologies Limited IDBI Capital Market Services Limited India SME Asset Reconstruction Co Ltd Jain Sons Finlease Limited Kolte –Patil-Iven Townships (Pune) Ltd Metalyst Forgings Limited Reliance Industrial Infrastructure Limited SIDBI Ventura Capital Limited
Shareholdings in the Company	NIL	NIL