JMT AUTO

SPECIALIST IN :
TRANSMISSION GEARS, ENGINE GEARS, 4 WD. GEAR BOX ASSY., CARRIER ASSYS., SHAFTS, REAR AXLE SHAFT, SYNCHRO RINGS, SEAL WEAR RINGS, SYNCHRONISING CONE, FLY WHEELS, DRUMS, HOUSING, PIPES, SPINDLES, PINS, BUSHES, FABRICATION, SHEET METAL PARTS

TÜV SÜD ISO/TS 16949

JMT/ADMN/148/2013-14
Date: 18.07.2013

To, The Compliance Officer, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra Mumbai-400 051	To The Compliance officer Bombay Stock Exchange P.J.Towers, Dalal Street, Fort, Mumbai - 400 001

Dear Sir,

Sub: Annual report 2012-13

Unit: JMT AUTO LIMITED

Please find enclosed the following for your perusal and record pursuant to **Clause 31** of the Listing Agreement:

1. Six Copies of our Twenty First Annual Report for the financial year 2012-13 duly certified to be true copy. In this connection, we hereby also inform you that the Annual General Meeting of the Company was held on 16th day of July 2013.

2. Copy of the proceedings of the Twenty Sixth Annual General Meeting of the Company.

Please acknowledge receipt of the same.

Thanking You.

For JMT AUTO LIMITED

(Mona K Bahadur)
Company Secretary

JMT AUTO LTD ADITYAPUR JAMSHEDPUR

JMT AUTO LTD.

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PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S JMT AUTO LIMITED HELD AT THE KALA KUNJ AUDITORIUM, KOLKATA-700071 ON TUESDAY, THE 16TH DAY OF JULY, 2013 AT 10.00 A.M.

PRESENT

Mr. Rajeev Singh Dugal	-	CHAIRMAN
Mr. Harjinder Singh	-	ADDITIONAL DIRECTOR
Mr. Sushil Kumar Khowala	-	INDEPENDENT DIRECTOR
Mr. Malkeet Singh Saini	-	INDEPENDENT DIRECTOR

INVITEES:

Mr. A. Bhattacharjee	-	STATUTORY AUDITORS
Mr. A. Bannerjee		(Deloittes Haskins & Sells)
Mr. Anchal Nagar		

271 members were present in person and in proxy

I. **Chairman** - Sri Rajeev Singh Dugal took to the Chair.

II. **Quorum and Notice**

The Chairman declared the quorum 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. **Agenda:**

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. Then he proceeded with the Agenda and took the items of the Agenda one by one. After due deliberation, passed the following resolutions:

1. **ADOPTION OF ACCOUNTS**

The following Resolution was put forth to receive, consider and adopt the Profit & Loss for the year ended 31st March, 2013 and the Balance Sheet as on that date and

the reports of the Board of Directors and Auditor's thereon.

Proposed By – Mr. *Rajeev Singh Dugal (Chairman & Member)*

Seconded By – *Mr. Krishnendu Das (Member)*

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2013 and the Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

The Chairman then invited the members to put questions regarding working of the Company under review. After the queries answered the resolution was put to vote and passed unanimously by show of hands.

2. DECLARATION OF DIVIDEND

The Chairman informed the members that due to low profits of the Company, the Directors had recommended 5% as dividend for the current year.

Proposed By – Mr. *Kashmir Lal Mallik (Member)*

Seconded By – *Mr. R N Sharma (Member)*

"RESOLVED THAT pursuant to the recommendation of the Directors dividend at the rate of Re. 0.50/- (Paise Fifty only) per share on all the Equity Shares of the Company for the year ended 31st March, 2013 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 16th day of July, 2013 and that the dividend warrants be posted within 30 days hereof only to those shareholders who are entitled to receive payment."

The Chairman put the motion to vote, which was passed unanimously by show of hands.

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3. APPOINTMENT OF DIRECTORS IN PLACE OF THOSE RETIRING

The Chairman informed the Board that Mr. Sanjay Kukreja, Director of the Company has got retired by rotation at this meeting and being eligible has offered for his re-appointment.

Proposed By – Mr. *Goutam Nandy (Member)*

Seconded By – *Mr. Madhu Sudan Dey (Member)*

"RESOLVED THAT Mr. Sanjay Kukreja, Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

The Chairman put the motion to vote, which was passed unanimously by show of hands.

4. APPOINTMENT OF AUDITORS

The Chairman highlighted that the retiring Auditors, M/s Deloitte Haskins & Sells has confirmed that if re-appointed their appointment would be in accordance with the limits specified under section 224(1B) of the Companies Act, 1956.

Proposed By: Mr. *Subhash Kar (Member)*

Seconded By: *Mr. Sukrit Kumar Kapuria (Member)*

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, (Registration No. 302009E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Remuneration Committee of the Company in consultation with the Auditors, plus reimbursement of service tax, out of pocket, traveling and lodging expenses."

The resolution was put to vote and passed by a majority by show of hands.

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5. APPOINTMENT OF MR. HARJINDER SINGH AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

Proposed By: *Mr. T K Biswas (Member)*

Seconded By: *Mr. Sunil Kumar Modak (Member)*

"RESOLVED THAT Mr. Harjinder Singh, who was appointed as an Additional Director with effect from 1st day of June, 2013 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 and Article 27 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, including any modification or re-enactment thereof, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The resolution was put to vote and passed unanimously by show of hands.

6. RE-APPOINTMENT OF MR. JASJIT SINGH DUGAL, AS WHOLE-TIME DIRECTOR

Proposed By: *Mr. Radheshyam Sharma (Member)*

Seconded By: *Mr. Ajoy Kumar Das (Member)*

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) and re-enactment thereof for the time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Jasjit Singh Dugal as Whole-Time Director of the Company, for a period of 1 (one) year with effect from April 1, 2013, on payment of the same remuneration and other terms and conditions as approved earlier by the Shareholders on 2nd July, 2012 at the 25th Annual General meeting."

The resolution was put to vote and passed unanimously by show of hands.

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7. **RE-APPOINTMENT OF MR. RAJEEV SINGH DUGAL, AS MANAGING DIRECTOR**

The last item was not put to vote since Mr. Rajeev Singh Dugal had showed his unwillingness for the re-appointment.

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 LTD ADITYAPUR JAMSHEDPUR