JMT AUTO LIMITED

Regd Office: 224, A.J.C. Bose Road, Room no.-902, Krishna Building, 9th Floor, Kolkata-700017
Website: jmtauto.com, Email:jmt.cs@jmtauto.com, Phone: 0657-6626340, Fax: 0657-2200749
(CIN L42274WB1997PLC082620)

NOTICE

The **27th Annual General Meeting** of JMT AUTO LIMITED will be held at Gyan Manch, 11 Pretoria Street, Kolkata – 700 071 on Saturday, the **27th day of September, 2014** at **10.00 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, 2014 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 Sanjay Tiku

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

Item No. 3 – Appointment of Auditors

To appoint Auditors and to fix their remuneration and in this regard 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 and Rules framed thereunder, as amended from time to time, M/s A C Gupta & Associates, Chartered Accountants, (Firm Registration No. 008079N) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the **conclusion of the thirty-first AGM of the Company to be held in the year 2018** (subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket, travelling and lodging expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors"

SPECIAL BUSINESS

Item No. 4 – Appointment of Anubhav Dham 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 there under and other applicable provisions of the Companies Act, 2013or any applicable laws **Mr. Anubhav Dham (DIN- 02656812)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 19, 2013 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 whose period of office shall be liable to determination by the retirement of directors by rotation."

Item No. 5 – Appointment of Gautam 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under and other applicable provisions of the Companies Act, 2013or any applicable laws **Mr. Gautam Malhotra (DIN- 00157488)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 19, 2013 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 whose period of office shall be liable to determination by the retirement of directors by rotation."

Item No. 6 – Appointment of John Ernest Flintham 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under and other applicable provisions of the Companies Act, 2013or any applicable laws **Mr. John Ernest Flintham (DIN- 01463500)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 19, 2013 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 whose period of office shall be liable to determination by the retirement of directors by rotation."

Item No. 7 – Appointment of Sanjay Chhabra 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 **Mr. Sanjay Chhabra** (**DIN-01237026),** who was appointed 'Additional Director' in the Board of the Company on March 28, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the

Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 27, 2014 upto September 26, 2019, in accordance with 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 and any other applicable laws as amended from time to time.

RESOLVED FURTHER THAT Mr. Sanjay Chhabra, being an Independent Director shall not be liable to retire by rotation."

Item No. 8 – Appointment of Ashok Mittal 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 Mr. Ashok Mittal (DIN-06581045), who was appointed 'Additional Director' in the Board of the Company on March 28, 2014 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 27, 2014 upto September 26, 2019, in accordance with 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 and any other applicable laws as amended from time to time.

RESOLVED FURTHER THAT Mr. Ashok Mittal, being an Independent Director, shall not be liable to retire by rotation."

Item No. 9 – Ratification of Remuneration of Cost 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 section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 40,000 (Rupees Forty Thousand) plus 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 year ending on 31st March, 2015."

Item No 10 - Related party Transactions of the Company with Amtek Auto Limited

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

"**RESOLVED THAT** pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the revised Clause 49 of the Listing Agreement (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 to enter into transaction/s of purchase/sale of goods / services, transfer, assign or otherwise etc., whether material or otherwise, for the period of five (5) financial years with effect from April 1, 2014, of the Company with Amtek Auto Limited - Related Party, upto an estimated annual value of Rs. 250 Crores (Rupees two Hundred and Fifty Crores only) to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Amtek Auto Limited.

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 may be necessary, proper or expedient to give effect to this Resolution."

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item Nos. 4 to 10 above, is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under Item Nos. 2, 4 to 8 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 2006-07 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 2006-07, 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 ***24.09.2014 to 27.09.2014 (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 Monday, September 22, 2014 (9:00 a.m. IST) and ends on Tuesday, September 23, 2014 (6:00 p.m. IST). The members will not be able to caste their electronically beyond the date and time as aforesaid mentioned.

Process for Members opting for e-Voting is as under:

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 Monday, September 22, 2014 (9:00 a.m. IST) and ends on Tuesday, September 23, 2014 (6:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on August 29, 2014, 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 instructions for shareholders voting electronically are as under:-

i) The voting period begins on Monday, September 22, 2014 (9:00 a.m. IST) and ends on Tuesday, September 23, 2014 (6:00 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 29.08.2014, 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 to 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.co.in 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 29th August, 2014.

13. The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorised in this regard. 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 within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

By order of the Board of Directors

Sd/-
Mona K Bahadur
Company Secretary & Compliance Officer

Place: - New Delhi
Date: **02.09.2014**

EXPLANATORY 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. 4 to 10 of the accompanying Notice dated 02.09.2014.

ITEM NO.4

Mr. Anubham Dham was appointed as an Additional Director by the Board with effect from 19th August, 2013. In terms of Section 161(1) of the Companies Act, 2013 Mr. Anubham Dham 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. Anubham Dham for the office of Director.

Mr. Anubham Dham (B.E. University of Southern California -USA & MBA -Spain), is associated with the Amtek Group and has significant international and domestic experience in finance, projects and operations.

Mr. Anubham Dham is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Anubham Dham, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

ITEM NO.5

Mr. Gautam Malhotra was appointed as an Additional Director by the Board with effect from 19th August, 2013. In terms of Section 161(1) of the Companies Act, 2013 Mr. Gautam 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. Gautam Malhotra for the office of Director.

Mr. Gautam Malhotra -B.E., M.B.A is the Managing Director of Amtek India Limited which is part of the Amtek Group. He also holds an MBA from University of Manchester UK. He has significant international and domestic experience in finance, JVs, Mergers & Amalgamations.

Mr. Gautam Malhotra is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Gautam Malhotra, 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. John Ernest Flintham was appointed as an Additional Director by the Board with effect from 19th August, 2013. In terms of Section 161(1) of the Companies Act, 2013 Mr. John Ernest Flintham 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. John Ernest Flintham for the office of Director.

Mr Flintham serves as Senior Managing Director and Chief Executive Officer of Amtek Auto Ltd. He has done Mechanical Engineering from Technical College, Lincoln. He brings to the Board significant international and domestic experience in operations and technical expertise.

Mr. John Ernest Flintham is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. John Ernest Flintham, 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.

ITEM NO.7

Mr. Sanjay Chhabra has been the Non-Executive Independent Director of the Company since 28th March, 2014.
Mr. Sanjay Chhabra has vast experience in the field of technical, marketing and project implementation.

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. Mr. Sanjay Chhabra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Sanjay Chhabra as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to 26th September, 2019.

In the opinion of the Board, Mr. Sanjay Chhabra fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjay Chhabra 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.

Mr. Sanjay Chhabra is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. Other than Mr. Sanjay Chhabra, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

ITEM NO.8

Mr. Ashok Mittal has been the Non-Executive Independent Director of the Company since 28th March, 2014.

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. Mr. Ashok Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The matter regarding appointment of Mr. Ashok Mittal as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to 26th September, 2019.

In the opinion of the Board, Mr. Ashok Mittal fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashok Mittal 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.

Mr. Ashok Mittal is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Ashok Mittal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

ITEM NO.9

As per Section 148 of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014, and other applicable provisions, if any the remuneration of the Cost Auditor needs to be ratified by the shareholders. Yash Pal Sardana, Cost Accountant & Management Consultant, was appointed as Cost Auditor of the company for the financial year 2014-15 at a remuneration of Rs. 40,000 plus out of pocket expenses.

The proposed resolution is necessary to meet statutory obligation relating to appointment of Cost Auditor and is in the interest of the Company. Your Directors commend resolution at item No. 9 for your approval.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the Resolution mentioned at item No. 9 of the notice.

ITEM NO.10

Further to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder, the Securities and Exchange Board of India vide its

Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has amended the Clause 49 (VII) of the Equity Listing Agreement, which is effective from October 1, 2014. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders by a Special Resolution.
The Company has become a subsidiary of Amtek Auto Limited and hence all transactions with Amtek Auto Limited falls under the category of Related Party Transaction.

Since Amtek Auto Limited is holding company dealing in the same auto component manufacturing field, there are likely to be various transactions in the field of supplying critical forged and machined components for automotive and industrial applications. Sale of scrap is also made by the company to the holding company's facility.

The individual transaction values would be revised, if required, based on mutual discussions to align the same at arm's length rates, as far as possible duly certified / advised by the Third Party Independent Consultants at current market rates.

In compliance of the said amendment, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. The transactions may fall subsequently under the category of material transaction in terms of the provisions of Revised Clause 49 of the Listing Agreement and therefore, the Board has proposed the same to be placed before the shareholders for their approval as a Special Resolution at the Annual General Meeting of the Company. The said approval would be effective for the period of five financial years with effect from April 1, 2014. Looking at the nature of business of the Company and the transactions, such approval of shareholders for the period of five years would be essentially required at this point of time.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

1. Name of the related party and nature of relationship: **Amtek Auto Limited**, Holding Company, holding 71.73% of shares of JMT Auto Limited.

2. Applicability of the agreement / arrangement is subject to statutory approval, if any.

3. Name of Directors or KMP who is related: Mr. Gautam Malhotra & Mr. John Ernest Flintham are Directors in both the companies.

4. Manner of determining the pricing and other commercial terms: On arm's length basis, as far as possible and in tune with market parameters.

5. Disclosure of interest: Amtek Auto Limited is Holding Company of JMT Auto Limited holding 71.73% shares. There are two common Directors on Board namely Mr. Gautam Malhotra & Mr. John Ernest Flintham.

6. Duration: 5 years, as stated above.

7. Monetary value: Estimated values as mentioned in the resolution.

8. Nature, material terms and particulars of the arrangement: Sale of Scrap, Purchase of services, Sale & Purchase of goods etc

9. Any other information relevant or important for the members to make a decision on the proposed transaction: None.

The Board recommends the Special Resolutions set out at Item No 10 of the Notice for approval by the members. Except as mentioned above, no Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors

Sd/-

Place: - New Delhi
Date: 02.09.2014

Mona K Bahadur
Company Secretary & Compliance Officer

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	**Sanjay Tiku**	**Anubhav Dham**	**Gautam Malhotra**
Date of Birth	27.01.1970	17.10.1986	03.03.1979
Date of Appointment	19.08.2013	19.08.2013	19.08.2013
Expertise in specific functional areas	Significant International and Domestic experience in Finance, Projects and Operations and M&A	Significant International and Domestic experience in Finance, Projects and Operations	Experience in Marketing and Finance.
Qualifications	B.Sc., MBA	B.E-USA, MBA-Spain	B.E, MBA-Manchester, UK
Directorship held in other public companies (excluding foreign companies)	• Amtek Tekfor Automotive Limited • Amtek Defence Technologies Limited • Amtek Brake Systems Limited • Aron Auto Limited • Rollatainers Limited • OCL Iron and Steel Limited • Newtime Infrastructure Limited • Karam Auto Components Limited • Symbios Personnel Advices and Services Limited	• SSAB AD Minerals Limited • Stesalit Limited • Adhbhut Infrastructure Limited	• Ahmednagar Forgings Limited • Amtek India Limited • Amtek Laboratories Limited • ACIL Limited • Amtek Auto Limited • Stesalit Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee	Audit Committee – Member Rollatainers Limited Shareholders Grievance Redressal Committee - Member Rollatainers Limited	NIL	Audit Committee – Member Stesalit Limited
Shareholdings in the Company	NIL	NIL	NIL

Name of Director	John Ernest Flintham	Sanjay Chhabra	Ashok Mittal
Date of Birth	16.09.1952	18.07.1960	31.07.1966
Date of Appointment	19.08.2013	28.03.2014	28.03.2014
Expertise in specific functional areas	Experience in the fields of Manufacturing in Automotive components and commercial sales.	Experience in the fields of International marketing and trade, procurements, supplies and export from India	Experience in Finance and Taxation
Qualifications	Mechanical Engineer – Lincoln, UK	Mechanical Engineer – IIT, Delhi	Master of Public Policy-Harvard University MBA – Punjab University
Directorship held in other public companies (excluding foreign companies)	• MPT Amtek Automotive (India) Limited • Amtek Tekfor Automotive Limited • Amtek Auto Limited • Amtek Transportation Systems Limited • Amtek India Limited • Stesalit Limited	• Amtek Auto Limited • Amtek India Limited • Adhbhut Infrastructure Limited	NIL
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders'/ Investors' Grievance Committee	NIL	Audit Committee – Member Amtek Auto Ltd	NIL
Shareholdings in the Company	NIL	NIL	NIL

By order of the Board of Directors

Sd/-

Place: - New Delhi
Date: 02.09.2014

Mona K Bahadur
Company Secretary & Compliance Officer

PROXY FORM (MGT-11)

JMT AUTO LIMITED

Regd Office: 224, A.J.C. Bose Road, Room no.-902, Krishna Building, 9th Floor,Kolkata-700017
Website: jmtauto.com , Email:jmt.cs@jmtauto.com, Phone: 0657-6626340, Fax: 0657-2200749
(CIN L42274WB1997PLC082620)

Name of the member(s) :

Registered address :

Email Id :

Folio/DP ID- Client ID No.:

I/We being the member(s) of …….shares of the above named Company hereby appoint:

(1) Name :…….Address:……..
E-mail Id:……Signature…..……..or failing him;
(2) Name:……Address:…….
E-mail Id:…….Signature……...or failing him;
(3)Name:……Address:……..
E-mail Id:…….Signature……..
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 27th Annual General Meeting of the Company, to be held on the **27th September 2014 at 10:00 a.m.** at Kolkata and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Item No.	RESOLUTIONS	Optional	
	ORDINARY BUSINESS		
1.	Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended as on that date and the reports of the Board of Directors and Auditors thereon	**For**	**Against**
2.	Appointment of Mr. Sanjay Tiku, as a director, who retires by rotation, and being eligible, offers himself for re-appointment		
3	Appointment of M/s. A C Gupta & Associates as auditors of the Company		
	SPECIAL BUSINESS		
4.	Appointment of Mr. Anubhav Dham, as a director, whose name has been nominated by a member for appointment as a director liable to retire by rotation		
5.	Appointment of Mr. Gautam Malhotra, as a director, whose name has been nominated by a member for appointment as a director liable to retire by rotation		
6	Appointment of Mr. John Flintham, as a director, whose name has been nominated by a member for appointment as a director liable to retire by rotation		
7.	Appointment of Mr. Sanjay Chhabra as an Independent Director of the Company		
8.	Appointment of Mr. Ashok Mittal as an Independent Director of the Company		
9.	Ratification of the remuneration of the Cost Auditors		
10.	Approval for Related Party Transaction with Amtek Auto Ltd up to 250 Crores		

Signed this ……. day of …..……..… 2014

Signature of Shareholder

Revenue Stamp

Signature of Proxy Holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

JMT AUTO LIMITED

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(CIN L42274WB1997PLC082620)

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No./DP ID-Client ID No.:	
No. of Shares :	

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company being held on **27th September, 2014 at 10:00 a.m. at Gyan Manch, 11 Pretoria Street, Kolkata-700 071.**

…… Signature of the Proxy Holder(s)

…….. Signature(s) of Member and Joint

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.3.2014 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.3.2014 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.