

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of JMT AUTO LIMITED will be held at Mapple Emerald, NH8, Rajokri, New Delhi-110038 on Thursday, the **27th day of September, 2018** at **10.00 A.M.** to transact the following business: -

ORDINARY BUSINESS

Item No.1- ADOPTION OF ACCOUNTS

To consider and adopt :-

- (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, and the reports of the Auditors thereon;

And in this regard pass the following resolution as Ordinary Resolutions:

a) “RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

b) “RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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 being eligible offer himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

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

Item No. 3 – RE-APPOINTMENT OF ADITYA MALHOTRA

To Appoint a Director in place of **Mr. Aditya Malhotra (DIN-02191303)**, who retires by rotation and being eligible offer himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESS

Item No. 4 – RATIFICATION OF REMUNERATION OF THE COST AUDITORS

To ratify the remuneration of Cost Auditors 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 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 only) 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 financial year 2018-19.”

Item No. 5 – REAPPOINTMENT OF SANJAY TIKU AS WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of (Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of **Mr. Sanjay Tiku** (DIN 00300566) as a Whole-time Director of the Company for a further period of 5 (five) years from the date of this Annual General Meeting, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Company Secretary be and is hereby authorized to file the required application and forms with the Registrar of Companies and do all such acts, deeds and things, as may be necessary in this regard.”

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item Nos. 4 and 5 above, is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment under Item Nos. 2 & 3 as required Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ‘SEBI Listing Regulations’ 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 Sections 123-125 of the Companies Act, 2013, and Rules made thereunder unclaimed final dividend for the year 2010-11 and onwards 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 2010-11 and onwards, 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,
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 24, 2018 to September 27, 2018 (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 24, 2018 (9:00 a.m. IST) and will end on Wednesday, September 26, 2018 (5:00 p.m. IST)**. The members will not be able to cast 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 Monday, September 24, 2018 (9:00 a.m. IST) and will end on Wednesday, September 26, 2018 (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 20, 2018, 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 Company has appointed M/s S Khurana & Associates, Practicing Company Secretaries (CP No-13212) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:-

- i) The voting period begins on Monday, September 24, 2018 (9:00 a.m. IST) and will end on Wednesday, September 26, 2018 (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 20, 2018, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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).</p>

- 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 September 20, 2018.
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

Place: New Delhi

Date: 13.08.2018

Mona K Bahadur

Company Secretary & Compliance Officer

Annexure to Notice

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 and 5 of the accompanying Notice dated 13th August, 2018.

ITEM NO. 4

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 2018-19 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. 4 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. 4 of the notice.

ITEM NO. 5

The Board of Directors of the Company (“the Board”) at its meeting held on August 13, 2018 has, subject to approval of members, re-appointed) Mr. Sanjay Tiku (DIN 00300566) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the date of this AGM, on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Sanjay Tiku as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sanjay Tiku are as under:

The overall remuneration payable every year to the Whole-time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate the prescribed percentage of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

Except Sanjay Tiku, none of the other Directors and Key Managerial Personnel and their relatives are concerned or interested in the Resolution mentioned at item No. 5 of the notice.

By order of the Board of Directors

Place : New Delhi
Date : 13.08.2018

Sd/-
Mona K Bahadur
Company Secretary & Compliance Officer

**Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting
(In pursuance of Regulation 36(3) of SEBI Listing Regulations)**

Name of Director	Sanjay Tiku	Aditya Malhotra
Date of Birth	27.01.1970	21.11.1982
Date of Appointment	19.08.2013	20.04.2015
Expertise in specific functional areas	Significant experience in International & Domestic Finance, Projects and Operations.	Experience in fields of Finance, Projects and Operations.
Qualifications	B.Sc., MBA	MBA
Directorship held in other public companies (excluding foreign companies)	Newtime Infrastructure Limited OCL Iron and Steel Limited Amtek Defence Technologies Limited Amtek Tekfor Automotive Limited Aron Auto Limited Symbios Personnel Advices and Services Limited	Rollatainers Limited BS Ispat Limited Gondwana Ispat Limited OISL Auto Limited Aron Auto Limited Amtek Powertain Limited ARGL Limited
Shareholdings in the Company	NIL	NIL

PROXY FORM (MGT-11)

JMT AUTO LIMITED

Regd Office: 3, LSC, Pamposh Enclave, Guru Nanak Market, Opp LSC Market, New Delhi-110 048

Website: www.jmtauto.com , Email:jmt.auto@amtek.com, Phone: 0657- 6626340

(CIN L42274DL1997PLC270939)

Name of the member(s) : Registered address : Email Id : Folio/DP ID- Client ID No.:
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I/We being the member(s) ofshares 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;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday **27th September 2018 at 10:00 a.m.** at Mapple Emerald, NH8, Rajokri, New Delhi-110038 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	
		For	Against
ORDINARY BUSINESS			
1.	To consider and adopt :- (a) the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018, and the reports of the Auditors thereon;	<input type="checkbox"/>	<input type="checkbox"/>
2.	To appoint a Director in place of Sanjay Tiku (DIN-00300566) , who retires by rotation and being eligible, offers himself for re- appointment	<input type="checkbox"/>	<input type="checkbox"/>
3.	To appoint a Director in place of Aditya Malhotra (DIN-02191303) , who retires by rotation and being eligible, offers himself for re- appointment.	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS			
4.	Ratification of Remuneration of Cost Auditors for FY 2018-19	<input type="checkbox"/>	<input type="checkbox"/>
5.	Re-appointment of Sanjay Tiku as Whole time Director for 5 years	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2018

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, Statement and Notes, please refer to the Notice of the 31st 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

Regd Office: 3, LSC, Pamposh Enclave, Guru Nanak Market, Opp LSC Market, New Delhi-110 048

Website: www.jmtauto.com , Email:jmt.auto@amtek.com, Phone: 0657- 6626340

(CIN L42274DL1997PLC270939)

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 31st Annual General Meeting of the Company being held on Thursday, 27th September, 2018 at 10:00 a.m. at Maple Emerald, NH8, Rajokri, New Delhi-110038.

.....
Signature of the Proxy Holder(s)

.....
Signature(s) of Member and Joint Members

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 31.3.2018 and Notice of the Annual General Meeting (AGM) along with 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 31.3.2018 and Notice of Annual General Meeting along with 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.