



JMT AUTO LTD.

An Amtek Group Company

JMT/CS/195/2017-18

Date: 28.09.2017

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| To, The Compliance Officer, National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra Mumbai-400 051 Scrip Code: JMTAUTOLD | To, The Compliance Officer Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code - 516391 |
|--|--|

Dear Sir,

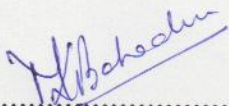
Sub: Proceedings of the 30th Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find annexed the proceedings of the 30th Annual General Meeting of JMT AUTO Limited, held on Thursday the 28th September, 2017 at Mapple Emerald, NH-8, Rajokri, New Delhi-110038, at 9.30 A.M. pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for your perusal and record pursuant to the Listing Agreement

Please acknowledge receipt of the same.

Thanking You.

Yours faithfully,
For JMT AUTO LIMITED


.....
(Mona K Bahadur)
Company Secretary



Encl: As above

CIN : L42274DL1997PLC270939

Corporate Office & Works :

C-19-20, 7th Phase, Industrial Area,
Adityapur, Jamshedpur-832 109, Jharkhand, India
Phone : +91-657-6626379/6626333
Fax : +91-657-2200749, E-mail : jmt.auto@amtek.com
Website : www.jmtauto.com

Registered Office :

3 LSC, Pamposh Enclave
Guru Nanak Market
Opp. LSC Market
New Delhi - 110048
Phone +91 9234602083

PROCEEDINGS OF THE 30th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S JMT AUTO LIMITED HELD AT MAPPLE EMERALD, NH8, RAJOKRI, NEW DELHI-110 038, ON THURSDAY, THE 28th DAY OF SEPTEMBER, 2017 AT 9.30 A.M.

I. Chairman

Sri Sanjay Tiku, CEO & Director of the Company, duly authorised by the Board of Directors to preside the meeting as the Chairman, presided the meeting. Statutory Auditor, Chairman of Audit Committee, Secretarial Auditor & Scrutinizer of the AGM were also present. Total 62 members attended the meeting.

II. Quorum and Notice

The Company Secretary apprised the Chairman that the required quorum as per the Companies Act, 2013 was 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. Address by Chairman

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.

IV. Remote E-voting & Ballot at AGM

Then the Company Secretary informed the members present that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (Management and Administration) Rules, 2014 the Company had provided e-voting facility through CDSL in respect of businesses to be transacted at the 30th AGM of the Company.

The e-voting had remained open from 25th September, 2017 (9.00 a.m.) to 27th September, 2017 (5.00 p.m.) and the appointed scrutinizer M/s S Khurana & Associates, Practicing Company Secretaries shall present their report.

Thereafter ballot papers were distributed to the members present for voting at the AGM.

V. Voting on Agenda Items by Ballot at AGM

With permission of the Chairman, the Company Secretary read out the Items on the Agenda, one by one. The resolutions were proposed and seconded by various shareholders present at the meeting and then the shareholders cast their votes through the ballot paper.

Ballot box was handed over to the Scrutinizer, Mr. S Khurana, present at the meeting.

For JMT AUTO Limited
Mona K Bahadur
Mona K Bahadur
Company Secretary



VI. Resolutions

The following six resolutions were proposed and seconded by the members to be passed through the e-voting and the ballot process conducted at the AGM:-

1. Adoption of standalone and consolidated audited financial statements as at 31st March, 2017 together with the Directors' Report and Auditors' Report thereon. (Ordinary Resolution)
2. Re-appointment of Gautam Malhotra (DIN-00157488), Director, retiring by rotation. (Ordinary Resolution)
3. Re-appointment of John E Flintham (DIN-01463500), Director, retiring by rotation. (Ordinary Resolution)
4. Appointment of M/s. Raj Gupta & Co. as Statutory Auditors of the Company to fill casual vacancy due to resignation of present Statutory Auditors
5. Ratification of appointment of M/s. Raj Gupta & Co. , Chartered Accountants, as Statutory Auditors for 5 years. (Ordinary Resolution)
6. Appointment of Anuradha Kapur (DIN-01646928), as Non-executive Independent Director. (Ordinary Resolution)
7. Ratification of remuneration of Cost Auditors for the year 2017-18. (Ordinary Resolution)

VII. Vote of Thanks

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



S. Khurana & Associates

Company Secretaries

Email: sachinkhuranacs@gmail.com

(M):9540407575, 9999512628

SCRUTINIZER'S REPORT

To,

The Chairman,

JMT AUTO LIMITED

3, LSC, Pomposh Enclave

Guru Nanak Mrkt, Opp. LSC Market

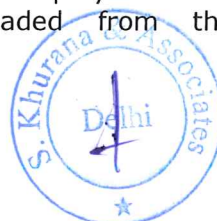
New Delhi - 110048

Subject: Scrutinizer's Report pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of **M/s JMT Auto Limited** at its meeting held on 18 August, 2017, for the purpose of:

- i. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and
- ii. Poll through polling papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolution(s) contained in the Notice of the AGM of the shareholders of the Company held on **September 28, 2017** at Mapple Emerald, NH-8, Rajokri, New Delhi - 110038.
- iii. The Company had appointed Central Depository Securities Limited (CDSL) to provide the facility of remote e-voting with respect to voting by electronic means for the AGM.
- iv. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on Monday, September 25, 2017 (9:00 a.m.) and will end on Wednesday, September 27, 2017 (5:00 p.m.).
- v. The shareholders holding shares as on "cut off" date i.e. September 21, 2017 were entitled to vote on the proposed resolutions.
- vi. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence.
- vii. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
- viii. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of CDSL i.e. <https://www.evotingindia.com>.



SUMMARY OF THE VOTES IS GIVEN BELOW:-

RESOLUTION NO. 1: ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS & CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON - Ordinary Resolution

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412200 | 361412200 | 100.00 | 361412200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 361412200 | 361412200 | 100.00 | 361412200 | 0 | 100.00 |
| | | | | | | | | |
| Public - Institutions | E-Voting | 36311447 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 36311447 | 0 | 0.00 | 0 | 0 | 0.00 |
| | | | | | | | | |
| Public -Non Institutions | E-Voting | 106108493 | 388441 | 0.37 | 388241 | 200 | 99.95 | 0.05 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 106108493 | 402066 | 0.38 | 401866 | 200 | 99.95 |
| | | | | | | | | |
| Total | | 503832140 | 361814266 | 71.81 | 361814066 | 200 | 100.000 | 0.000 |



RESOLUTION NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. GAUTAM MALHOTRA (DIN 00157488) WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT -Ordinary Resolution

| Category | Mode of Voting | No.of shares held (1) | No.of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No.of Votes - in favour (4) | No.o f Vote s agai nst (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|-----------------------|------------------------|--|-----------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412200 | 361412200 | 100.00 | 361412200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 361412200 | 361412200 | 100.00 | 361412200 | 0 | 100.00 |
| | | | | | | | | |
| Public - Institutions | E-Voting | 36311447 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 36311447 | 0 | 0.00 | 0 | 0 | 0.00 |
| | | | | | | | | |
| Public -Non Institutions | E-Voting | 106108493 | 388441 | 0.37 | 18197 | 370244 | 4.68 | 95.32 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 106108493 | 402066 | 0.38 | 31822 | 370244 | 7.91 |
| | | | | | | | | |
| Total | | 503832140 | 361814266 | 71.81 | 361444022 | 370244 | 99.898 | 0.102 |



Resolution No: 3 - TO APPOINT A DIRECTOR IN PLACE OF MR. JOHN E FLINTHAM (DIN 01463500) WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR RE-APPOINTMENT -Ordinary Resolution

| Category | Mode of Voting | No.of shares held (1) | No.of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No.of Votes - in favour (4) | No.o f Vote s agai nst (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|-----------------------|------------------------|--|-----------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -Non Institutions | E-Voting | 106108 493 | 388441 | 0.37 | 20217 | 3682 24 | 5.20 | 94.80 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 106108 493 | 402066 | 0.38 | 33842 | 3682 24 | 8.42 | 91.58 |
| Total | | 503832 140 | 361814 266 | 71.81 | 361446 042 | 3682 24 | 99.898 | 0.102 |



RESOLUTION NO. 4: TO APPOINT M/S RAJ GUPTA & CO., CHARTERED ACCOUNTANT AS STATUTORY AUDITORS OF THE COMPANY -Ordinary Resolution

| Category | Mode of Voting | No.of shares held (1) | No.of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No.of Votes - in favour (4) | No.o f Vote s agai nst (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|-----------------------|------------------------|--|-----------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -Non Institutions | E-Voting | 106108 493 | 388441 | 0.37 | 385863 | 2578 | 99.34 | 0.66 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 106108 493 | 402066 | 0.38 | 399488 | 2578 | 99.36 | 0.64 |
| Total | | 503832 140 | 361814 266 | 71.81 | 361811 688 | 2578 | 99.999 | 0.001 |



RESOLUTION NO : 5 - APPOINTMENT OF M/S RAJ GUPTA & CO. AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY DUE TO RESIGNATION OF PRESENT STATUTORY AUDITORS - Ordinary Resolution

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -Non Institutions | E-Voting | 106108 493 | 3247 | 388441. 00 | 385863 | 2578 | 11883.68 | 79.40 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 106108 493 | 16872 | 0.02 | 399488 | 2578 | 2367.76 | 15.28 |
| Total | | 503832 140 | 361429 072 | 71.74 | 361811 688 | 2578 | 100.106 | 0.001 |



RESOLUTION NO: 6 - TO APPOINT MS.ANURADHA KAPUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY -Ordinary Resolution

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -Non Institutions | E-Voting | 106108 493 | 388441 | 0.37 | 35285 | 3531 56 | 9.08 | 90.92 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 106108 493 | 402066 | 0.38 | 48910 | 3531 56 | 12.16 | 87.84 |
| Total | | 503832 140 | 361814 266 | 71.81 | 361461 110 | 3531 56 | 99.902 | 0.098 |



RESOLUTION NO: 7 - RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2017-18 - Ordinary Resolution

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] *100 | No. of Votes - in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|--|------------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 361412 200 | 361412 200 | 100.00 | 361412 200 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 363114 47 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -Non Institutions | E-Voting | 106108 493 | 388441 | 0.37 | 385883 | 2558 | 99.34 | 0.66 |
| | Poll | | 13625 | 0.01 | 13625 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 106108 493 | 402066 | 0.38 | 399508 | 2558 | 99.36 | 0.64 |
| Total | | 503832 140 | 361814 266 | 71.81 | 361811 708 | 2558 | 99.999 | 0.001 |



The aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you
Yours faithfully,

**For S. Khurana & Associates
Company Secretaries**


**Sachin Khurana
Proprietor**

Membership No.: A35297
Place: New Delhi
Date: 29/09/2017