



**JMT AUTO LTD.**  
An Amtek Group Company

JMT/CS/95/2015-16  
Date: 30.09.2015

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 Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001
<b>Scrip Code: JMTAUTOLD</b>	<b>Scrip Code - 516391</b>

Dear Sir,

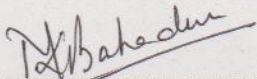
**Sub: Proceedings of the 28<sup>th</sup> Annual General Meeting**

Please find annexed the proceedings of the Twenty Eighth Annual General Meeting of the JMT AUTO Limited along with Scrutinizer's Report, 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





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**PROCEEDINGS OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S JMT AUTO LIMITED HELD AT MAPPLE EXOTICA, CHHATARPUR, MANDIR ROAD, NEW DELHI-110 074, ON MONDAY, THE 28<sup>th</sup> DAY OF SEPTEMBER, 2015 AT 9.30 A.M.**

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**I. Chairman**

Sri Sanjay Chhabra, Chairman of the Audit Committee, duly authorised by the Board of Directors to preside the meeting as the Chairman, presided the meeting. Statutory Auditor, Secretarial Auditor & Scrutinizer of the AGM were also present. Total 45 members (43 members in person and 2 in proxy) 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 28th AGM of the Company.

The e-voting had remained open from 25<sup>th</sup> September, 2015 (9.00 a.m.) to 27<sup>th</sup> September, 2015 (5.00 p.m.) and the appointed scrutinizer M/s S Khurana & Associates, Practicing Company Secretaries, had submitted the E-voting Report to the Chairman on 28th September, 2015.

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.

The Scrutinizer scrutinized the ballot process after the conclusion of the meeting and submitted the Consolidated Report to the chairman on 28<sup>th</sup> September, 2015.

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The Chairman announced the Result that all the six resolutions, as enlisted in the notice dated 14<sup>th</sup> August, 2015 were passed by the members through e-voting & ballot process at the AGM, taken together, as per the Scrutinizer's Consolidated Report.

## **VI. Resolutions Passed**

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

1. Adoption of audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon. (Ordinary Resolution)
2. Re-appointment of Mr. Gautam Malhotra (DIN-00157488), Director, retiring by rotation. (Ordinary Resolution)
3. Re-appointment of Mr. John Flintham (DIN-01463500), Director, retiring by rotation. (Ordinary Resolution)
4. Ratification of appointment of M/s A C Gupta & Associates, Chartered Accountants, (Firm Registration No. 008079N) as Statutory Auditors. (Ordinary Resolution)
5. Appointment of Mrs. Bhama Krishnamurthy, as Non-executive Independent Director. (Ordinary Resolution)
6. Appointment of Mr. Aditya Malhotra, as a Director, liable to retire by rotation. (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

**CIN : L42274DL1997PLC270939**

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# S. Khurana & Associates

Company Secretaries

138, Kakrola Housing Complex,

Kakrola, New Delhi – 110078

(M): 9540407575, 9711970159

Email: [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com)

## SCRUTINIZER'S REPORT

To,  
The Chairman of 28<sup>th</sup> Annual General Meeting of JMT AUTO Limited held on Monday 28<sup>th</sup> September, 2015 at Mapple Exotica, Chattarpur, Mandir Road, Satbari next to IIPM College, New Delhi-110074.

**Sub: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

We, S. Khurana & Associates, appointed as Scrutinizer for the purpose of the e-Voting taken on the below mentioned resolution(s), at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of JMT Auto Limited, held on 28<sup>th</sup> September, 2015 at New Delhi submit our report as under :

1. The Board of Directors of the company at its meeting held on 14.08.2015 has appointed us as the Scrutinizer for the e-voting process.
2. The Company has appointed Central Depository Services of India Limited (CDSL) to provide the facility of e-Voting with respect to the 28<sup>th</sup> Annual General Meeting of the Shareholders.
3. As on the cut-off date (28<sup>th</sup> August, 2015) there were 8610 Shareholders. Notice was sent to 2299 shareholders through email and to 6311 shareholders by registered post. The completion of dispatch of Notice was done on September 4, 2015.
4. As per the said rules, the Company mentioned in the Notice that the e-voting period commenced on Friday, September 25, 2015 (9:00 a.m. IST) and will end on Sunday, September 27, 2015 (5:00 p.m. IST) and that any votes cast after 5.00 p.m. on September, 27, 2015 was not valid.
5. As per the Rules the Company also published in newspapers, (Jansatta & Financial Express (Delhi edition) dated September 5, 2015) more than 5 days in advance from the commencement of the e-voting period. All required details related to the e-voting were published.
6. At the end of the voting period on September 27, 2015 (5:00 p.m. IST), the voting portal was blocked by CDSL. On September 28, 2015 the votes cast through e-voting facility was duly unblocked by me as the Scrutinizer in presence of two witnesses.
7. I have compiled the details of the votes cast through e-voting and I submit my Report as under:-



*S. Khurana*



A summary of the votes cast through e-voting is given below:

Total votes cast – 168208324 – (168208324 Shares)

Less: Invalid votes – NIL – (NIL Shares)

No. of Valid votes – 168208324– (168208324 Shares)

Sl. No.	Description	Type of Resolution	Total No of Valid Votes cast	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution	%age of Votes cast in favour	%age of votes cast against
(1)	Adoption of the Audited Financial Statement for the year ended 31st March, 2015 together with the reports of the Board of Directors and Auditor's thereon.	Ordinary	168208324	168208224	100	99.99	.01
(2)	Re-appointment of Mr. Gautam Malhotra, Director, retiring by rotation.	Ordinary	168208324	168208224	100	99.99	.01
(3)	Re-appointment of Mr. John Flintham, Director, retiring by rotation.	Ordinary	168208324	168208224	100	99.99	.01
(4)	Ratification of Appointment of M/s A C Gupta & Associates as Statutory Auditors of the Company.	Ordinary	168208324	168208224	100	99.99	.01
(5)	Appointment of Mrs. Bhama Krishnamurthy, as Non-executive Independent Director.	Ordinary	168208324	168208224	100	99.99	.01
(6)	Appointment of Mr. Aditya Malhotra, as a Director, liable to retire by rotation.	Ordinary	168208324	168208224	100	99.99	.01

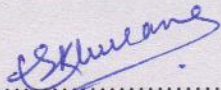
The votes cast for or against each of the resolutions, as per the given notice, are as given above. The result regarding passing of the said resolutions may be declared by the company after the Annual General Meeting.

I hereby confirm that I am holding the Registers received from CDSL both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. It shall be handed over to the Chairman or to any person authorised by him along with the Consolidated Scrutinizers Report.

Thanking you,

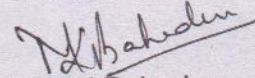
For S. Khurana & Associates

Place: New Delhi  
Dated: 28<sup>th</sup> September, 2015

  
Signature of Scrutinizer  
Name: Sachin Khurana  
CP No: 13212



For JMT AUTO Limited

  
Mona K Bahadur  
Company Secretary





### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended]

To,  
The Chairman of 28<sup>th</sup> Annual General Meeting of JMT AUTO Limited held on Monday 28<sup>th</sup> September, 2015 at Mapple Exotica, Chattarpur, Mandir Road, Satbari next to IIPM College, New Delhi-110074.

Dear Sir,

We, M/s S. Khurana & Associates, have been appointed as Scrutinizer, by the Board of Directors of JMT AUTO Limited for the purpose of:

- Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended ("Rules") and
- Poll through ballot process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Rules on the resolutions contained in the notice of the AGM of the company held on Monday 28<sup>th</sup> September, 2015 at Mapple Exotica, Chattarpur, Mandir Road, Satbari next to IIPM College, New Delhi.

We have issued separate Scrutinizer Report dated September 28, 2015 on the remote e-voting and on the poll conducted at the venue of the AGM on the resolutions contained in the notice to the AGM. We submit herewith the Consolidated Scrutinizers' Report on the result of voting by remote e-voting and the poll conducted at the venue of the AGM as follows:

**Item No- 1 :** Adoption of the Audited Financial Statement for the year ended 31st March, 2015 together with the reports of the Board of Directors and Auditor's thereon.  
(Ordinary Resolution)

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100





Based on the aforesaid results, the ordinary resolution as contained in Item No-1 has been passed with requisite majority.

**Item No- 2 :** Re-appointment of Mr. Gautam Malhotra, Director, retiring by rotation.  
(Ordinary Resolution)

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100

Based on the aforesaid results, the ordinary resolution as contained in Item No-2 has been passed with requisite majority.

**Item No- 3 :** Re-appointment of Mr. John Flintham, Director, retiring by rotation.  
(Ordinary Resolution)

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100

Based on the aforesaid results, the ordinary resolution as contained in Item No-3 has been passed with requisite majority.

**Item No- 4 :** Ratification of Appointment of M/s A C Gupta & Associates as Statutory Auditors of the Company. (Ordinary Resolution)

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100

Based on the aforesaid results, the ordinary resolution as contained in Item No-4 has been passed with requisite majority.



*(Handwritten signature)*



**Item No- 5 : Appointment of Mrs. Bhama Krishnamurthy, as Non-executive Independent Director. (Ordinary Resolution)**

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100

Based on the aforesaid results, the ordinary resolution as contained in Item No-5 has been passed with requisite majority.

**Item No- 6 : Appointment of Mr. Aditya Malhotra, as a Director, liable to retire by rotation. (Ordinary Resolution)**

	Number of Members			Number of Votes cast			% of votes
	Remote E-voting	Ballot at AGM	Total	Remote E-voting	Ballot at AGM	Total	
Assent	9	45	54	168208224	815	168209039	99.99
Dissent	1	0	1	100	0	100	0.01
Abstained	-	-	-	-	-	-	-
Total	10	45	55	168208324	815	168209139	100

Based on the aforesaid results, the ordinary resolution as contained in Item No-6 has been passed with requisite majority.

We hereby confirm that the electronic data and all other records relating to e-voting is under our safe custody. It shall be handed over to the Chairman or to any person authorised by him for preserving safely in due course as prescribed in the said Rules.

Thanking you,

For **S. Khurana & Associates**

*S. Khurana*

Signature of Scrutinizer  
Name: Sachin Khurana  
CP No.: 13212



Place: New Delhi  
Dated: 28<sup>th</sup> September, 2015