

## NOTICE

Notice is hereby given that the **32nd Annual General Meeting** of JMT AUTO LIMITED will be held at Mapple Emerald, NH8, Rajokri, New Delhi-110038 on Thursday, the **26<sup>th</sup> day of September, 2019** at **12.30 P.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, 2019, 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, 2019, 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, 2019 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, 2019 and the reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### Item No. 2 – RE-APPOINTMENT OF GAUTAM MALHOTRA

To Appoint a Director in place of **Mr. Gautam Malhotra (DIN-00157488)**, 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, Mr. Gautam Malhotra (DIN-00157488) 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 JOHN E FLINTHAM

To Appoint a Director in place of **Mr. John E Flintham (DIN-01463500)**, 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, Mr. John E Flintham (DIN-01463500), 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 2019-20.”

#### Item No. 5 – Related Party Transactions of the Company

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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder (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 for entering into transaction/s of purchase/sale of goods / services,

transfer, assign or otherwise etc., whether material or otherwise, during the financial year 2019-20 commencing from April 1, 2019, of the Company with Amtek Auto Limited (which is under Corporate Insolvency Resolution Process), or any of the Subsidiaries, Joint Ventures, Associates or group Companies falling under Related Party, up to an estimated maximum annual value of Rs. 250 Crores (Rupees two Hundred and Fifty Crores only).

**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 maybe necessary, proper or expedient to give effect to this Resolution.”

#### **NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item Nos. 4 & 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 205A(5) and 205C of the Companies Act, 1956, Unclaimed final dividend for the year 2012 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 2012-13 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,  
Corporate and Administrative office,  
C-19-20, 7<sup>th</sup> 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 23, 2019 to September 26, 2019 (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 23, 2019 (9:00 a.m. IST) and will end on Wednesday, September 25, 2019 (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 23, 2019 (9:00 a.m. IST) and will end on Wednesday, September 25, 2019 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 19, 2019, 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 23, 2019 (9:00 a.m. IST) and will end on Wednesday, September 25, 2019 (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 19, 2019, 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](http://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](http://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 <b>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.</b></p> <p>In case the <b>folio</b> 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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 19, 2019.

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](http://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: 14.08.2019**

**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 14<sup>th</sup> August, 2019.

#### 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 2019-20 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

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rule.

Further as required under Regulation 23(4) of SEBI (Listing obligations and disclosure requirements) Regulations 2015, all material related party transactions (other than as specified under regulation 23(4) of the SEBI Listing Regulations 2015 shall require approval of the shareholders through Ordinary Resolution. Accordingly, the approval of the shareholders by way of Ordinary Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (meeting of Board and its Powers) Rules, 2014 and Regulations 23(4) of the SEBI Listing Regulations 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr No	Name of the Company	Name of Interested Director	Transaction -Sale/Supply/Purchase/ Loan/Lease of Property etc
1	Amtek Auto Limited	Company is Under Corporate Insolvency process	250Crores

#### Terms and conditions:

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

2. Loans with a rate of interest not lower than the prevailing yield of one year, three-year, five-year or ten-year Government Security closest to the tenure of the Loan.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on any resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, as per its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term ‘Related Party’ in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed.

**By order of the Board of Directors**

Place : New Delhi  
Date : 14.08.2019

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)**

<b>Name of Director</b>	<b>Gautam Malhotra</b>	<b>John E Flintham</b>
Date of Birth	03.03.1979	16.09.1952
Date of Appointment	19.08.2013	19.08.2013
Expertise in specific functional areas	Significant experience in Marketing & Finance	Experience in fields of manufacturing in Automotive components and commercial sales.
Qualifications	B.Sc., MBA – Manchester, UK	Mechanical Engineer- Lincoln, UK
Directorship held in other public companies (excluding foreign companies)	Amtek Laboratories Limited	Metalyst Forgings Limited Castex Technologies Limited Amtek Tekfor Automotive Limited Amtek Powertrain 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.:

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;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday **26<sup>th</sup> September 2019 at 12:30 p.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	
	<b>ORDINARY BUSINESS</b>		
1.	To consider and adopt :- (a) the audited financial statement of the Company for the financial year ended March 31, 2019, 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, 2019, and the reports of the Auditors thereon;	<b>For</b>	<b>Against</b>
2.	To appoint a Director in place of <b>Gautam Malhotra (DIN-00157488)</b> , who retires by rotation and being eligible, offers himself for re- appointment		
3	To appoint a Director in place of <b>John E Flintham (DIN-01463500)</b> , who retires by rotation and being eligible, offers himself for re- appointment.		
	<b>SPECIAL BUSINESS</b>		
4.	Ratification of Remuneration of Cost Auditors for FY 2019-20		
5.	Approval for Related Party Transactions for FY 2019-20		

Signed this ..... day of ..... 2019

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 32nd 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 32<sup>nd</sup> Annual General Meeting of the Company being held on Thursday,  
**26<sup>th</sup> September 2019 at 12:30 p.m.** at Mapple 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 31.3.2019 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 31.3.2019 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.