



REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2014-15

The Company has been following High standards of Corporate Governance Principles, Policies and Practices over the years.

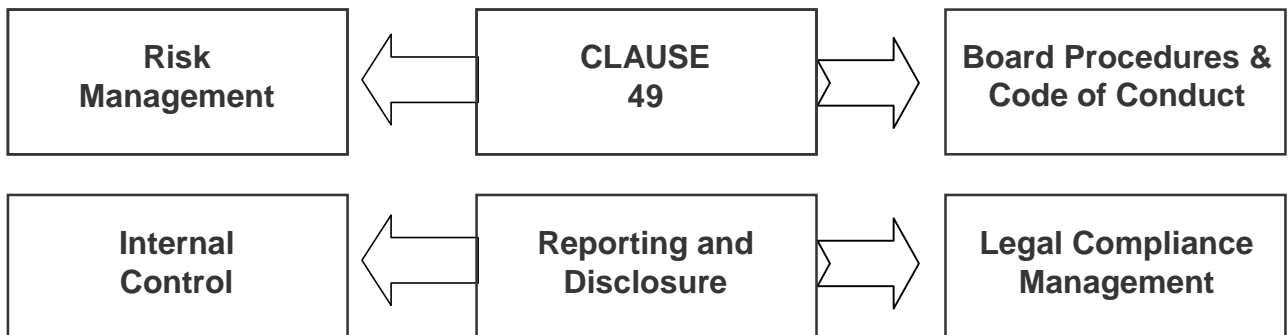
I. JMT'S GOVERNANCE POLICY:

The company's philosophy on corporate governance is marked by the following fundamental principles:

- Ethical and Disciplined Corporate Behavior.
- Independent and Considered Judgment.
- Parity between Accountability and Responsibility.
- Transparency and effective and Adequate disclosures.

The company believes that all its operations and actions must serve the underlying goal of enhancing overall enterprise value and safeguarding the shareholders' trust. In our commitment to practice sound governance principles, we are guided by the following core principles:-

1. Code of Conduct and Ethics for Directors and Senior Management
2. Improving Quality and Frequency of Information Flow to the Board, Audit Committee to enable them to discharge their functions effectively.
3. A Sound System of Risk Management and Internal Control
4. Transparency and Accountability.
5. Compliance with all Rules and Regulations.
6. Sound policy on prevention of Insider Trading.
7. Develop processes for various disclosure and reporting requirements.



In view of the revised Clause 49 of the Listing Agreement with Stock Exchanges, the Company continuously follows the procedure of Corporate Governance for ensuring and protecting the rights of its shareholders by means of transparency, integrity, accountability, trusteeship and checks at the different levels of the management of the Company.

II. BOARD OF DIRECTORS

- a. As on March 31, 2015, the Company has seven directors. Of the seven directors, six (i.e. 85.71%) are non-executive directors and three (i.e. 42.85%) are independent directors. The composition of the board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchanges.
- b. None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors. None of the directors are



related to each other.

- c. Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.
- d. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2015 are given herein below.
- e. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.
- f. During the year 2014-15, information as mentioned in Annexure X to Clause 49 of the Listing Agreements has been placed before the board for its consideration.
- g. The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.
- h. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

BOARD COMPOSITION

The Company's policy is to maintain an optimum combination of Executive & Non-executive directors and in conformity with Clause 49 of the Listing Agreement entered into with the stock exchanges.

The Composition of the Board as on March 31, 2015 was as under:

Promoter	Executive	Non-Executive	Independent
Anubhav Dham	Sanjay Tiku	John Ernest Flintham	Ashok Mittal
Gautam Malhotra			Sanjay Chhabra
			Bhama Krishnamurthy

BOARD MEETINGS HELD

The Company's Corporate Governance Policy requires the Board to meet at least four times in a year. The Board met 10 (Ten times) on the following dates during the Financial Year 2014-15.

- 8th May, 2014, 21st August, 2014
- 10th June, 2014, 2nd September, 2014
- 20th July, 2014, 10th October, 2014
- 30th July, 2014, 14th November, 2014
- 1st August, 2014 12th February, 2015

The intervening period between two Board meetings was well within the maximum time gap of four months prescribed under clause 49 of the Listing Agreement. The necessary quorum was present for all the meetings.

BOARD AGENDA

The annual calendar of meetings is agreed upon at the beginning of each year. Meetings are governed by a structured agenda. The Board members in consultation with the chairman may bring up any matter for the consideration of the



Board. All major issues included in the agenda are backed by comprehensive background information to enable the Board to take informed decisions.

ATTENDANCE RECORD OF DIRECTORS

The Board comprised six members including one Whole Time Director, two Executive Directors (ED) and two Independent Directors, till 27th March, 2015. After which a woman director was appointed as an independent director thereby increasing the strength of the Board to seven.

Name of the Director	Designation	Status & Category	Board Meetings 2014-15		Attendance at last AGM	No. of outside Directorship	
			Held	Attended		Public Limited	Pvt. Limited
Sanjay Chhabra	Chairman	Independent, Non-Executive	09	09	Yes	5	10
Sanjay Tiku	Whole-Time Director	Executive	09	09	Yes	9	10
Anubhav Dham	Director	Non-Executive	09	09	No	2	7
Gautam Malhotra	Director	Non-Executive	09	09	No	5	12
John Ernest Flintham	Director	Non-Executive	09	09	No	4	3
Ashok Mittal	Director	Independent, Non-Executive	09	09	No	1	2
Bhama Krishnamurthy*	Additional Director	Independent, Non-Executive	NIL	NIL	NA	9	1

* Mrs. Bhama Krishnamurthy was appointed on Board on 27th March, 2015

III. COMMITTEES OF THE BOARD

In compliance to the amended Clause 49 of the Listing Agreement, the Board of Directors has constituted the following committees of the Board. The Board determines the terms of reference of the Board Committees from time to time. The respective Committee Chairman convenes meetings of the Board Committees. Minutes of the Committee meetings are placed before the Board for perusal and noting. The quorum for meetings of all the Committees is either two members or one-third of the members of the Committees, whichever is higher. Each committee has the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist it in its work.

AUDIT COMMITTEE

The role of the Audit Committee has been strengthened and all major changes in financial policies are reviewed or approved by this Committee.

COMPOSITION

The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act, comprising the following directors:



1. Mr. Sanjay Chhabra – Non-Executive Independent Director – Chairman
2. Mr. Ashok Mittal – Non-Executive Independent Director
3. Mr. Gautam Malhotra – Non-Executive Director

All the members of the Audit Committee are financially literate. Mr. Sanjay Chhabra, Non-Executive Independent Director of the Company is the Chairman of the Audit Committee is a Financial Expert. The Finance Head attends the meeting of Audit Committee and the Company Secretary acts as the Secretary to the Audit Committee. The committee also invites Senior Accounts Managers, as it consider appropriate to be present at the meeting of the committee. The terms of reference of Audit Committee are quite comprehensive and include all that is mandated under clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. The Chairman of the erstwhile Audit Committee was present at the last Annual General Meeting to answer shareholders queries.

TERMS OF REFERENCE

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department,



staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. To mandatorily review the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
22. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.

AUDIT COMMITTEE MEETINGS AND ATTENDANCE

The Audit Committee met 4 (four times) on the following dates during the Financial Year 2014-15.

8th May, 2014, 14th November, 2014

30th July, 2014, 12th February, 2015

The Attendance of each member of the committee is given below.

Members	Category of Director	No. of Meetings Attended
Mr. Sanjay Chhabra	Non-Executive Independent Director	04
Mr. Ashok Mittal	Non-Executive Independent Director	04
Mr. Gautam Malhotra	Non-Executive Director	04

Apart from the members of the Committee, the Audit Committee meetings were attended by the CFO & Senior Manager, Finance. Company Secretary attended the meetings as the Secretary to the Committee.



NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act, comprising the following directors:

1. Mr. Ashok Mittal– Non-Executive Independent Director – Chairman
2. Mr. Sanjay Chhabra –Non-Executive Independent Director
3. Mr. Anubhav Dham– Non-Executive Director

TERMS OF REFERENCE

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- v. Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors;
- vi. Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

MEETINGS AND ATTENDANCE

One meeting of the Nomination & Remuneration Committee was held during the year on 27.03.2015. The Attendance of each member of the committee is given below.

Members	Category of Director	No. of Meetings Attended
Mr. Ashok Mittal	Non-Executive Independent Director	01
Mr. Sanjay Chhabra	Non-Executive Independent Director	01
Mr. Anubhav Dham	Non-Executive Director	01

REMUNERATION TO DIRECTORS

DETAILS OF REMUNERATION PAID TO ALL DIRECTORS IN THE FINANCIAL YEAR 2014-15

DIRECTOR	SITTING FEES (Rs.)	SALARY & PERQUISITES (Rs.)	TOTAL (Rs.)
Mr. Sanjay Tiku, Whole time Director	N.A	24.08	24.08
Mr. Anubhav Dham, Non-Executive Director	N.A	N.A	NIL
Mr. Gautam Malhotra, Non-Executive Director	N.A	N.A	NIL
Mr. John E Flintham, Non-Executive Director	N.A	N.A	NIL
Mr. Ashok Mittal, Independent Non-Executive Director	N.A	N.A	NIL
Mr. Sanjay Chhabra, Independent Non-Executive Director	N.A	N.A	NIL
GRAND TOTAL	N.A	24.08	24.08



There are no stock options available /issued to any of the Promoter-Directors of the Company and this does not form a part of their contract with the Company. The erstwhile Non-Executive Independent Directors of the Company namely Mr. Ashok Mittal and Mr. Sanjay Chhabra did not hold any shares of the company as on 31.03.2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of:

1. Mr. Anubhav Dham* – Non-Executive Director- Chairman
2. Mr. Sanjay Tiku– Executive Director
3. Ms. Mona K Bahadur – Company Secretary

* Mr. Anubhav Dham resigned from Directorship of JMT w.e.f 20th April, 2015 and was replaced by Mr. Aditya Malhotra as the Chairman of the Committee.

Mr. Anubhav Dham, Non-Executive Director of the company is the Chairman of the Committee. The Committee inter alia approves issue of duplicate certificates and oversees and reviews all matters connected with the transfer of securities of the Company. The Committee also looks into redressal of shareholders’ complaints related to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

The Committee also monitors the implementation and compliance of the Company’s Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading Regulations), 1992. The Board has delegated the power of approving transfer of securities to the Managing Director and the Company Secretary.

COMPLIANCE OFFICER

During the financial year 2014-2015, Ms. Mona K Bahadur was the Compliance Officer for complying with the requirements of the SEBI (Prohibition of Insider trading) Regulations, 1992 and the Listing Agreement with the Stock Exchanges in India.

STATUS OF COMPLAINTS FOR THE PERIOD 2014-2015

1.	Number of complaints received from the investors comprising of Non-receipt of Dividend Warrants, Non-Receipt of Securities sent for transfer/transmission. Complaints received from SEBI etc.	04
2.	Number of General Queries/Change of Address/ Dividend Related Queries/ Share Certificate related queries etc	76
3.	Number of complaints/queries resolved	76
4.	Number of complaints not resolved to the satisfaction of the investors as 31st March, 2015	Nil
5.	Complaints Pending as at 31st March, 2015	Nil
6.	Number of share transfer pending for approval as at 31st March, 2015	Nil

During the year ended 31st March, 2015, the Stakeholders Relationship Committee held 11 (Eleven) meetings on April 3, 2014, May 5, 2014, June 4, 2014, July 3, 2014, August 3, 2014, September 3, 2014, October 1, 2014, November 4, 2014, December 3, 2014, January 4, 2015, February 3, 2015 and the transfers and other requests of the security holders were duly discussed and approved by the members of the committee.



DISCLOSURES

- a) Materially significant related party transactions, which may have potential conflicts with the interests of the Company at large. – **None, except for the transactions specified in Note 37 to the Financial Statement.**
- b) Details of non-compliances, penalties, strictures by Stock Exchanges/ SEBI/ Statutory Authorities on any matter related to capital markets during the last three years.- **None**
- c) Pecuniary relationships or transactions with Non-Executive Directors.- **None**

COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Statutory Auditors of the Company M/s A C Gupta & Associates confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed hereto and forms part of the Annual Report.

CEO & CFO CERTIFICATION

The CEO and CFO of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Certificate is annexed hereto and forms part of the Annual Report.

CODE OF CONDUCT

The Code of Conduct which has been formulated and implemented for all Board members and Senior Management of the company is in compliance with Clause 49 of the Listing Agreement. All Board members and senior management personnel has affirmed compliance of the “Code of Conduct for members of the Board and Senior Management” for the period in terms of Clause 49(ID)(I) of the Listing Agreement with the Stock Exchanges.

A declaration signed by the CEO & Whole Time Director is given below:

I hereby confirm that:

The Company has obtained affirmation from all the members of the Board and Senior Management that they have complied with the Code of Business Conduct and ethics for Directors and Senior Management in respect of the financial year 2014-15.

GENERAL BODY MEETINGS

Location, date and time of the Annual General Meetings held during the preceding 3 financial years are as follows:-

YEAR	AGM/EGM	LOCATION	DATE
2011-2012	AGM	Kalakunj Auditorium, Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017	02.07.2012
2012-2013	AGM	Kalakunj Auditorium, Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017	16.07.2014
2013-2014	AGM	Gyan Manch, 11 Pretoria Street, Kolkata – 700 071	27.09.2014

SPECIAL RESOLUTIONS PASSED IN THE LAST 3 AGM’S

- i. 2011-2012
 - Amendment of Articles of Association to enable the formulation and implementation of Employee Stock Option Scheme.
 - Approval of ESOP Plan-2012 by the Shareholders of the Company.
- ii. 2012-2013
 - No Special Resolution was passed at the AGM held on 16th July, 2013, for the Financial Year 2012-13.
- iii. 2013-2014
 - Approval of Related Party Transaction with Amtek Auto Limited upto Rs. 250 crores annually.



POSTAL BALLOT in 2014-15

Approval for Bonus Issue - Postal Ballot was conducted in the month of June-July, 2014, whereby the approval of the members was obtained for the following:-

1. Ordinary Resolution under under Section 61(1)(a) of the Companies Act, 2013 to increase the Authorised Capital from Rs. 15 Crores to Rs. 52.5 Crores,
2. Special Resolution under Section 13 & 61 of the Companies Act, 2013 for altering the Authorised Capital Clause of the Memorandum & Articles of Association of the Company.
3. Ordinary Resolution under Section 63 of the Companies Act, 2013 for Issue of Bonus Shares in the ratio 5:2 (5 bonus shares for every 2 fully paid shares held as on record date).

An E-voting facility was also made available to the Members through CDSL. The Board of Directors of the Company appointed Ms. Iqneet Kaur, Practicing Company-Secretary, as the Scrutinizer for conducting the postal ballot voting process. The result of the Postal Ballot was announced on 19th July, 2014 at the Registered Office of the Company as per the Scrutinizer's Report.

None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

MEANS OF COMMUNICATION

The Company publishes as per the Listing Agreement, the quarterly results in two widely circulated newspapers from New Delhi, namely:

English Newspaper: Financial Express.

Hindi Newspaper: Jansatta

Shareholding pattern and Quarterly Financial Results are accessible on NSE and BSE website and on the official website of the company.

GENERAL SHAREHOLDERS' INFORMATION

(i) AGM date, Time and Venue	Monday, 28th September, 2015.at 09.30 A.M. at Mapple Exotica, Chattarpur, Mandir Road, Satbari next to IIPM College, New Delhi-110074.
(ii) As required under clause 49IV(G), particulars of Directors seeking appointment/ reappointment are annexed to the notice of the Annual General Meeting to be held on Monday, 28th September, 2015.	
(iii) Financial Year	The Financial year of the company is from April 1 to March 31, each year.
(iv) Key Financial Reporting Dates for the year 2015-16 1. For the quarter ending June 30, 2015 2. For the quarter ending Sept 30, 2015 3. For the quarter ending Dec 31, 2015 4. For the year ending March 31, 2016	On or before 14.08.2015 On or before 14.11.2015 On or before 14.02.2016 On or before 30.05.2016
(v) Date of Book Closure	<i>The Share Transfer Books and the Register of Members shall remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive). Notice to this effect has been sent to all Stock Exchanges where the shares of the company are listed as per the Listing Agreement.</i>



LISTING ON STOCK EXCHANGE

A. Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal street, Mumbai 400001	B. National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra East Mumbai-400051
Stock code: Trading Symbol	BSE : JMT Auto –513691 NSE: JMTAUTO LIMITED Series : EQ
International Security Identification No. (ISIN) in NSDL and CDSL	INE 988E01028

The listing fees for the year 2015 -16 have been paid to the above Stock Exchanges in time as per the listing Agreement.

The Company has paid custodial fees for the year 2015-2016 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the basis of number of beneficial accounts maintained by them as on 31st March, 2015.

CREDIT RATING

CREDIT RATING AGENCY	LONG TERM/ MEDIUM TERM BANK FACILITIES	SHORT TERM BANK FACILITIES
ICRA	[ICRA] BBB+	[ICRA]A2

MARKET INFORMATION:

BOMBAY STOCK EXCHANGE LIMITED

High, Low (based on closing prices) and average volume and average number of trades during each month in last financial year 2014-15.

MONTH	Bombay Stock Exchange			National Stock Exchange		
	HIGH (Rs.)	LOW (Rs.)	VOLUME OF SHARES TRADED	HIGH (Rs.)	LOW (Rs.)	VOLUME OF SHARES TRADED
APRIL, 2014	265.80	166.00	14,940	253.25	163.05	5,060
MAY, 2014	307.65	222.00	1,07,539	294.95	217.00	97,138
JUNE, 2014	517.80	290.40	1,90,511	514.30	286.65	3,25,040
JULY, 2014	509.00	145.00	44,153	511.00	140.00	66,226
AUGUST, 2014	188.05	124.45	1,53,036	187.80	124.00	1,94,555
SEPTEMBER, 2014	165.00	114.20	1,51,892	164.50	115.10	3,25,329
OCTOBER, 2014	153.65	113.05	26,702	154.40	115.55	1,47,615
NOVEMBER, 2014	144.00	116.35	61,723	146.90	107.00	1,62,961
DECEMBER, 2014	149.90	106.00	3,63,000	149.90	105.25	7,54,749
JANUARY, 2015	175.00	99.40	3,95,650	176.60	97.00	23,34,895
FEBRUARY, 2015	174.50	118.60	1,65,339	174.40	120.05	4,98,270
MARCH, 2015	176.20	128.00	1,99,866	179.75	127.05	20,73,509



DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2015

The Distribution of Shareholding as on 31st March, 2015 is as follows:-

RANGE OF SHARES	SHARES	FOLIOS	% SHARES	% FOLIOS
1-500	1847172	6620	3.67	87.17
501-1000	346276	486	0.69	6.40
1001-2000	433257	310	0.86	4.08
2001-3000	96432	39	0.19	0.52
3001-4000	167717	48	0.33	0.63
4001-5000	58789	13	0.12	0.17
5001-10000	239232	34	0.47	0.45
10001-50000	676661	32	1.34	0.42
50001-100000	332908	5	0.66	0.07
ABOVE 100000	46184770	7	91.67	0.09
TOTAL	50383214	7594	100.00	100.00

REGISTRAR AND SHARE TRANSFER AGENTS

Members are requested to correspond with the Company's Registrar & Share Transfer Agents for all Share related issues at the given address:-

C B Management Services Pvt. Ltd. P- 22, Bondel Road

Kolkata – 700 019

Telephone: 033-40116722/40116726

Fax: (033) 2287 0263

E-mail: rta@cbmsl.com

SHARE TRANSFER SYSTEM

96.02% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with the Company or the RTA at the above mentioned addresses.

Shares lodged for transfer at the Registrar's address are normally processed within 15 days, from the date of lodgment, if the documents are clear in all respects. The Committee of the Board and Company Secretary, under the authority of the board, approves transfers, which are noted at subsequent board meetings. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 7 days. Grievances received from members and other miscellaneous correspondence regarding change of address, mandates, etc. are processed by the Registrars within 7 days.



SHAREHOLDING PATTERN

I. Shareholding pattern of the Company as on 31st March, 2015

CATEGORY	NO. OF SHARES HELD	% OF SHAREHOLDING
A. PROMOTERS HOLDING		
1. INDIAN		
Individuals/HUF	0	0
Bodies Corporate	36141220	71.73
Sub-Total	36141220	71.73
2. FOREIGN	0	0
Total Shareholding of Promoter & Promoter Group	36141220	71.73
B. PUBLIC SHAREHOLDING		
1. Institutions		
Mutual Funds and UTI	2800	0.01
Foreign Institutional Investors	9038840	17.94
2. Non-Institutions		
a. Bodies Corporate	1704634	3.38
b. Individuals		
Holding nominal share capital up to Rs.1 lac	2964294	5.88
Holding nominal share capital in excess of Rs.1 lac	356574	0.71
c. Any other		
Non-resident Indians	143304	0.28
Foreign Bodies Corporate/ OCB		
Clearing Members	31548	0.07
Sub –Total	14241994	28.27
C. Shares held by custodians & against which Depository receipts have been issued	–	–
GRAND TOTAL	50383214	100.00



II. Top ten Equity Shareholders of the Company as on 31st March, 2015:

Sr. No.	Name of the shareholder	Number of equity shares held	Percentage of holding
1	AMTEK AUTO LIMITED	3,61,41,220	71.733
2	HYPNOS FUND LIMITED	41,07,530	8.153
3	LTS INVESTMENT FUND LTD	36,97,946	7.340
4	HSBC BANK (MAURITIUS) LIMITED	12,32,364	2.446
5	INTEGRATED MASTER SECURITIES (P) LTD.	6,64,983	1.320
6	VISHWAS MARKETING SERVICES PVT. LTD.	2,20,727	0.438
7	ABHINAV CAPITAL SERVICES LIMITED	1,20,000	0.238
8	SIDDHARTH BASSI	76,749	0.152
9	SHARE INDIA SECURITIES LIMITED	76,350	0.152
10	PRAYAS GEMS & JEWELLERS PRIVATE LIMITED	74,749	0.148

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are compulsorily traded in dematerialized form as per SEBI guidelines with effect from 25th January, 2002.

The Company's shares are traded in the depository systems of both NSDL and CDSL. As on 31st March, 2015, 96.02 % of the equity capital exists under the electronic form. The equity shares of the Company are actively traded on Bombay Stock Exchange and National Stock Exchange.

PLANT'S LOCATIONS

The Company has the following manufacturing and operating divisions:

Sl. No.	Work Unit Description	Location /Address
(i)	Works (Unit-I)	A-20, Phase-1 Industrial Area, Adityapur, Jamshedpur - 832109
(ii)	Works (Unit II & III)	C-19 & 20, D-2-3, D-8-12, NS-29-34, 7th Phase, Industrial Area, Adityapur, Jamshedpur-832109.
(iii)	Work Unit – IV (Foundry)	Notandih, Kandra Chauka Main Road, Dist: Seraikela, Kharsawan
(iv)	Works Unit-V (Forging)	A-45, A-46, A-47, A-48(P) & M-2 At Large Sector, Gamharia.
(v)	Works (Unit -VI)	NS-57, 7th PHASE, Industrial Area, Adityapur, Jamshedpur- 832109
(vi)	Works (Unit -VII) Lucknow	Village – Naubasta, Kalan, Lucknow, On Line Mark (Deva to NaubastaMarg) Uttar Pradesh
(vii)	Works (Unit – VIII) (Dharwad)	1. Plot No. 222, KIADB, Belur Industrial Growth Centre Dharwad-580011, Karnataka
		2. Plot No. 224-A, KIADB, Belur Industrial Growth Centre, Dharwad – 580 011, Karnataka
		3. Block No. 2, KIADB, Belur Industrial Estate, Garag Road, Mummigatti, Dharwad – 580007, Karnataka



INVESTORS' CORRESPONDENCE

Transfer of shares and communication regarding share certificates, dividends and change of address and any other queries relating to the shares of the Company.	(i) Company-Secretary JMT AUTO LIMITED C-19 & 20, 7 th Phase, Industrial Area Adityapur, Jamshedpur- 832109 Phone No. : (0657) 662 6340 Fax : (0657) 2200 749 E-mail : mona.bahadur@amtek.com jmt.auto@amtek.com
	(ii) Registrar & Share Transfer Agent C B Management Services Pvt. Ltd. P- 22, Bondel Road Kolkata – 700 019 Telephone : (033) 40116700 Fax : (033) 2287 0263 E-mail : rta@cbmsl.com

TRANSFER OF UNPAID /UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to sections 205A and 205C of the Companies Act, 1956 and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2015, nor shall any payment be made in respect of such claims.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2007-08 and onwards are requested to claim the amount belonging to them, lying in the Unpaid Dividend accounts by making a request addressing to:

- 1.) M/s C.B. Management Services (P) Limited
Registrar and Share transfer Agents
P-22, Bondel Road
Kolkata-7000019

Or

- 2.) Company Secretary
JMT Auto Limited
C-19&20, 7th Phase,
Adityapur Industrial Area,
Jamshedpur-832109
E-mail – jmt.auto@amtek.com



The following table gives information relating to outstanding dividend accounts and the dates by which they can be claimed by the shareholders:

DATES FOR TRANSFER OF UNPAID DIVIDEND TO IEPF

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid dividend
2007-08	12 th September, 2008	11 th September, 2015
2008-09	25 th August, 2009	24 th August, 2016
2009-10	29 th July, 2010	28 th July, 2017
2010-11	14 th July, 2011	13 th July, 2018
2011-12	2 nd July, 2012	1 st July, 2019
2012-13	16 th July, 2013	15 th July, 2020
2013-14	NA	NA

SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

The Securities and Exchange Board of India has directed vide circular no. D&CC/FITTC/CIR – 16/2002 dated December 31, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the depositories' viz. NSDL and CDSL and in physical form with the total issued/ paid up capital.

In compliance with this requirement, the company has submitted a certificate duly certified by a qualified practicing company secretary, to the stock exchanges where securities of the company are listed within 30 days of the end of each quarter and the certificates were also placed before the Board of Directors of the company from time to time.

By order of the Board of Directors

Place: New Delhi

Date : 14.08.2015

Sd/-

Mona K Bahadur

Company Secretary & Compliance Officer