

JMT AUTO LIMITED

Regd. Off: 3, LSC, Pamposh Enclave, Guru Nanak Mrkt, Opp LSC Mrkt, New Delhi-110 048,
CIN: L42274DL1997PLC270939
Telephone: 0657-6626340 Email: jmt.auto@amtek.com Website: www.jmtauto.com

NOTICE OF POSTAL BALLOT & E-VOTING

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and as per Regulations of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolutions setting out to the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed Resolutions.

The Company has appointed M/s S. Khurana & Associates, Company Secretaries in Practice as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, the 07th September, 2016, the last date for the receipt of the completed Postal Ballot forms.

The Scrutinizer will submit their report to the Chairman of the Board/ Director after completion of the scrutiny and the result will be announced on Thursday, the 08th September, 2016 at 4.00 P.M. at the Registered Office of the Company i.e. 3, LSC, Pamposh Enclave, Guru Nanak Mrkt, Opp LSC Mrkt, New Delhi-110 048.

The resolutions passed through the Postal Ballot shall be deemed to be passed in an **Extra Ordinary General Meeting** of the Company

ITEM NO. 1

Sub-division of 1 (one) Equity Share of face value of Rs.2/- each into 2 (Two) Equity Shares of Rs. 1/- each.

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 provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 2/- each fully paid-up be sub-divided into 2 (Two) Equity Shares of the face value of Rs. 1/- each fully paid-up.

RESOLVED FURTHER that on sub-division, 2 (Two) Equity Shares of face value of Rs. 1/- each be allotted in lieu of existing 1 (one) Equity Share of Rs.2/- each subject to the terms of the Memorandum and Articles

of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 2/- each of the Company and shall be entitled to participate in full in dividends to be declared after the sub- divided Equity Shares are allotted.

RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.2/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

ITEM NO. 2

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED** that pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:-

Clause V:- The Authorised Share Capital of the Company is Rs. 52,50,00,000 (Rupees Fifty Two Crores Fifty Lacs only) divided into 52,50,00,000 (Fifty Two Crores Fifty Lacs) Equity Shares of Rs.1/- each with the power to increase and reduce the share capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**By Order of the Board
For JMT Auto Limited**

Place : New Delhi
Date : 04th August, 2016

Sd/-
(Mona K Bahadur)
Company Secretary

NOTES:

- (a) Pursuant To Section 102 of Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
- (b) Voting Period Commences on **09th August, 2016 (10.00 a.m.)** and ends on **07th September, 2016 (05.00 p.m.)** for the members exercising their voting either by Postal Ballot form or through e-voting
- (c) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on **August 05th 2016**. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope. The Postal Ballot Notice is also posted on the website of the Company- **www.jmtauto.com**.
- (d) The Company has appointed M/s S. Khurana & Associates, Company Secretaries in Practice (Membership Number-35297) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- (e) A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of working hours on **Wednesday, 07th September, 2016**.
- (f) 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 physical ballots (instead of e- voting) can do the same by sending the duly filled ballots before **Wednesday, 07th September, 2016 at 05.00 p.m.**

(g) E-Voting Facility:-

The procedure and instructions for the voting through electronic means is, as follows:

- (i) The voting period begins on **09th August, 2016 (10.00 a.m.)** and ends on **07th September, 2016 (05.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **5th August, 2016**, 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**.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the Postal Ballot Notice. In case the sequence 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field..
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

(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 <JMT AUTO LIMITED> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodian

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (h) The result of the Postal Ballot shall be announced by the Chairman or in his absence by any other person, so authorized by the Chairman on **Thursday, 08th September, 2016 at 4.00 P.M.** at the Registered Office of the Company i.e. at 3, LSC, Pamposh Enclave, Guru Nanak Mrkt, Opp LSC Mrkt, New Delhi-110 048, and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. Result of the Postal Ballot shall be displayed at the Registered Office on Thursday, 08th September, 2016. The Result shall also be uploaded on the website of the Company i.e. www.jmtauto.com.
- (i) Documents specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m and 1.00 p.m on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of the Postal Ballot.

**By Order of the Board
For JMT Auto Limited**

Place : New Delhi
Date : 04th August, 2016

Sd/-
(Mona K Bahadur)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

The Equity Shares of your Company are listed and actively traded on The National Stock Exchange of India Limited and The BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on 04th August, 2016 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs.2/- each into 2 Equity Shares of face value of Rs.1/- each subject to approval of the Shareholders and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

Presently, the Authorised Share Capital of your Company is Rs. 52.50 Crores divided into 26,25,00,000 Equity Shares of Rs.2/- each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item Nos. 2 of the Notice to reflect the change in face value of each Equity Share from Rs.2/- each to Rs. 1/- each.

The Directors recommend passing of the Resolutions at Item Nos. 1 & 2 of the Notice.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item Nos. 1 & 2 of the Notice except to the extent of their shareholding.

**By Order of the Board
For JMT Auto Limited**

Place : New Delhi
Date : 04th August, 2016

Sd/-
(Mona K Bahadur)
Company Secretary

JMT AUTO LIMITED

Regd. Off: 3, LSC, Pamposh Enclave, Guru Nanak Mrkt, Opp LSC Mrkt, New Delhi-110 048,

CIN: L42274DL1997PLC270939

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

POSTAL BALLOT FORM

1. Name & Registered Address of the Sole/first named Shareholder :

2. Name(s) of the Joint Holder(s), (if any) :

3. Registered Folio Number/ DP ID no. /Client ID No.* :
*(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

I/We hereby exercise my/our votes in respect of the Resolutions set out in Notice dated **04th August, 2016** as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

	Description	Type of Resolution	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
(1)	Ordinary Resolution under Section 61 of the Companies Act, 2013 for Sub-division of Equity Shares of the Company having a face value of Rs. 2/- each fully paid-up be sub-divided into 2 (Two) Equity Shares of the face value of Rs. 1/- each fully paid-up.	Ordinary			
(2)	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of Capital Clause of the Memorandum of Association of the Company.	Special			

E-mail ID:

Place :

Date :

Signature of the Members/Shareholders

Notes:

- Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of Working hours **(5:00 P.M.) on Wednesday, 07th September, 2016.**
- For e-voting please refer to the instructions under **“E-Voting Facility”** in the Postal Ballot Notice attached herewith.

ELECTRONIC VOTING PARTICULARS

EVSN (E – Voting Sequence Number)	User – ID	PAN/Sequence No.

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY

INSTRUCTIONS

1. Voting Period Commences on **09th August, 2016 (10.00 a.m.)** and ends on **07th September, 2016 (05.00 p.m.)** for the members exercising their voting either by Postal Ballot form or through electronic voting.
2. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **(05.00 p.m.)** on **07th September, 2016**. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on **05th August, 2016**.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
9. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
10. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution
11. The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company, i.e. 3, LSC, Pamposh Enclave, Guru Nanak Mrkt, Opp LSC Mrkt, New Delhi-110 048 on **08th September, 2016 at 04.00 pm**. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website at www.jmtauto.com and published in newspapers.
14. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Mona K Bahadur, Company Secretary & Compliance Officer, JMT AUTO Limited at C-19 & 20, D8-12, NS 29-34, PHASE VII, INDUSTRIAL AREA, ADITYAPUR, JAMSHEDPUR- 832109, Tel No. 0657-6626340, Fax No. 0657-2200749 and Email to: mona.bahadur@amtek.com
