



JMC Projects (India) Limited

ENGINEERS & CONSTRUCTORS
(A Kalpataru Group Enterprise)

Corporate Office : 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai - 400055
Phone : +91-22-3005 1500 • Fax : +91-22-3005 1555 • www.jmcprojects.com



July 12, 2018

Corporate Service Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Scrip Code: 522263	The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Trading Symbol: JMCPROJECT – EQ
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Sub: Notice of 32nd Annual General Meeting (AGM) of the members of the Company scheduled on August 06, 2018

Dear Sirs,

Further to our intimation dated June 12, 2018 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of 32nd AGM of the members of the Company scheduled on Monday, August 06, 2018 along with the Attendance Slip and Proxy Form forming part of the Annual Report 2017-18.

The Annual Report 2017-18 is available on the Company's website www.jmcprojects.com

Request you to take the same on your records and acknowledge the receipt.

Thanking you,

Yours sincerely,
For **JMC Projects (India) Limited**

Samir Raval
Company Secretary and Compliance Officer



Encl: as above

Notice of Annual General Meeting



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office: A-104, Shapath 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

Tel: 079 30011500, Fax: 079 30011700, Website: www.jmcprojects.com, E-mail: cs@jmcprojects.com CIN: L45200GJ1986PLC008717

Notice is hereby given that the 32nd Annual General Meeting ('AGM') of the Members of **JMC Projects (India) Limited** will be held on **Monday, August 06, 2018** at **03.30 p.m.** at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad - 380009, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Ind AS Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Ind AS Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a Final Dividend of ₹ 3/- per equity share of face value of ₹ 10/- each, for the financial year 2017-18.

Item No. 3 – Appointment of Mr. Hemant Modi (DIN: 00171161) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Hemant Modi (DIN: 00171161), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – Ratification of remuneration of Cost Auditors

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to the above resolution."

Item No. 5 – Issue of Non-Convertible Debentures on a Private Placement Basis

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 Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the other rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable SEBI regulations and guidelines, if any, the provisions of Memorandum and Articles of Association of the Company and subject to any other approvals that may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted to exercise any or all of its powers including the powers conferred by this resolution), to make an offer of or invite subscription to listed/unlisted secured / unsecured Non-Convertible Debentures (hereinafter referred to as NCDs), during the period of 1 (one) year from the date of this Annual General Meeting for an aggregate amount upto ₹ 150 Crores (Rupees One Hundred Fifty Crores only), in one or more series / tranches, on a private placement basis, to one or



more eligible investors whether bodies corporate, banks/financial institutions, mutual funds, NBFC, other investors / investing agencies etc. upon the terms and conditions as may be decided by the Board in its absolute discretion and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorized to determine as to the time of issue of the NCDs, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more recognized stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things, execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents etc. with such agencies.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to the above resolution."

Item No. 6 – Alteration of Articles of Association of the Company

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 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, the consent of the members of the Company is hereby accorded to alter the Articles of Association of the Company (hereinafter referred to as "AOA") by substituting Article 70 of the AOA of the Company with the following Article:

Article 70 - Subject to the provisions of the Companies Act, 2013 for the time being in force, at least one of the persons appointed or nominated by Promoter for appointment as Director or Promoter Director(s) shall be liable to retire by rotation. The Board shall have

the power to determine the Director(s) whose period of office is or is not liable to determine by retirement by rotation. Unless otherwise assented by Promoter, any one Promoter Director shall act as a Chairperson of the Board.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to the above resolution."

Item No. 7 – Fixation of fees for delivery of any document through a particular mode of delivery to a member

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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his/her office or address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to the above resolution."

Item No. 8 – Continuation of Directorship of Mr. D. R. Mehta (DIN:01067895), Independent Non-Executive Director of the Company

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 requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) (Amendment) Regulations, 2018, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. D. R. Mehta (DIN:01067895) as an Independent Non-Executive Director of the Company, who has already attained the age of 75 (seventy five) years.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

By Order of the Board
For **JMC Projects (India) Limited**

Samir Raval

Company Secretary

May 24, 2018, Mumbai

Registered Office:

A-104, Shapath 4, Opp. Karnavati Club,

S. G. Road, Ahmedabad – 380015

CIN: L45200GJ1986PLC008717

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' or 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL/BALLOT INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting, either in person or through post. A proxy form is appended with the attendance slip is enclosed.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 ('the Act'), a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Member holding more than ten percent of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 01, 2018 to Monday, August 06, 2018 (both days inclusive) in connection with the Annual General Meeting and for determining the names of members eligible for equity dividend, if declared at the AGM.
- Members who hold shares in dematerialized form are requested to bring details of their demat account (DP ID and client ID) for speedy and easier identification of attendance at the meeting.
- Corporate Members intending to send their authorised representative to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
- Members may note that the details of the Director seeking re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his re-appointment.
- Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours and will also be made available at the meeting.
- The dividend on equity shares, if declared at the AGM, will be payable on or after August 10, 2018 to those members:
 - whose name appears as Member in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Company's Registrar and Transfer Agent on or before July 31, 2018; and
 - whose name appears in the list of Beneficial Owners on July 31, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- The dividend, if approved, will be paid by crediting in to the bank account as provided by NSDL and CDSL through ECS/NECS/electronic transfer, of those shareholders holding shares in electronic form/demat and having registered relevant bank details. In respect to those shareholders holding shares in physical form or in case of ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrants / demand drafts.



10. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company at M/s. Link Intime India Private Limited, Unit: JMC Projects (India) Limited, 506 to 508, 5th Floor, Amarnath Business Centre - 1 (ABC-1), Near St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380009. Tel. & Fax: 079 26465179, E-mail: ahmedabad@linkintime.co.in
11. Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the Company or RTA, by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
12. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form SH13 duly filled in, signed and send to the Company or RTA.
13. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
14. Member / proxy holder shall hand over the attendance slip, duly signed and filled in all respect at the entrance of AGM venue for attending the meeting. Route map of venue of AGM is given in this notice.
15. Members desirous for any information or queries on accounts/ financial statements or relating thereto are requested to send their queries at least ten days in advance to the Company at its Registered Office/Corporate Office address to enable the Company to collect the relevant information and answer them in the meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
17. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
18. (a) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 1,30,876/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2009-10 on August 24, 2017 to the IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jmcprojects.com and on Ministry of Corporate Affairs' website. Members, who have not encashed their dividend pertaining to Financial Year 2010-11 onwards are advised to write to the Company immediately claiming dividends declared by the Company.
- (b) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority. The Company had transferred 18,872 equity shares of ₹ 10/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of October 31, 2017 after following the prescribed procedure. Further, all the shareholders who have not claimed / encashed their dividends in the last seven consecutive years i.e. Dividend for Financial Year 2010-11 onwards are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the website of the Company viz. www.jmcprojects.com. The shareholders whose dividend / shares has been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

19. **Communication through e-mail:** The situation of global warming demands preservation and protection of environment which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.

Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.jmcprojects.com

Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending e-mail to ahmedabad@linkintime.co.in or with the Company by sending e-mail to cs@jmcprojects.com by quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs (MCA) and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his/ her e-mail id in the same manner as mentioned above.

The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website www.jmcprojects.com

20. PROCEDURE OF VOTING AT AGM

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of

ballot papers under the supervision of Scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio no., DP ID & Client ID and number of shares held etc. If the Company opts to provide facility of electronic voting system at the meeting, then members present at the meeting shall be able to vote as per arrangement made by the Company.

21. E-VOTING FACILITY

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 32nd AGM and accordingly, business/resolutions as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The Company has appointed M/s. D. S. Associates, Practicing Company Secretaries (Membership No. F8687 & CP No. 7347), to act as the Scrutinizer, for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 32nd AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Members whose names appear in the Register of Members/list of Beneficial Owners as on July 31, 2018 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may contact Ms. Alpa Ramani at the Corporate Office, on landline number 022-3005 1500 or Mr. Ragesh Khatri at the Registered Office, on landline number 079-3001 1500 or may write to cs@jmcprojects.com. Member may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact CDSL on 1800225533.

On submission of the report by the Scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.jmcprojects.com and on the website of CDSL. The results shall be simultaneously communicated to the stock exchanges.



The Members must refer to the detailed procedure on electronic voting provided below.

The instructions for members for voting electronically are as under.

- (i) The e-voting period begins on August 03, 2018 (09.00 a.m.) and will end on August 05, 2018 (05.00 p.m.). During this period, shareholders of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 31, 2018 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Mailing Slip / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

- (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 Electronic Voting Sequence Number (EVSN) of JMC Projects (India) Limited 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - 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 e-mailed 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@cslindia.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 e-mail to helpdesk.evoting@cslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 – Ratification of remuneration of Cost Auditors

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of Cost Records of the Company in respect of Construction, Roads, Infrastructures and other business activities as may be required.

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year ending March 31, 2019, at a remuneration of ₹40,000/- per annum (Rupees Forty Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the above matter as set out at Item No. 4 of the accompanying Notice.

Item No. 5 – Issue of Non-Convertible Debentures on a Private Placement Basis

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a Company cannot issue securities on a private placement basis unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of such Company, by a special resolution for each offer or invitation, and further provides that in case of an offer or invitation for secured / unsecured Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

In order to augment long term resources for financing, inter alia, the working capital requirement, capital expenditure, business expansion and for general corporate purposes, the Company proposes to offer, issue and allot secured and/or unsecured, listed and/or unlisted NCDs or invite subscription to NCDs on private placement basis, in one or more tranches, during the period of 1 (one) year from the date of passing of the special resolution by the Members, for an aggregate amount upto ₹ 150 Crores (Rupees One Hundred Fifty Crores only) which is within the overall borrowing limits of the Company as approved by the Members from time to time. It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for a year from the date of passing this resolution.

Accordingly, the consent of the members is sought for the proposed issue of NCDs by passing a Special Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of Special Resolution as set out at Item No. 5 of the accompanying Notice.

Item No. 6 – Alteration of Articles of Association of the Company

Section 152 (6) of the Companies Act, 2013 provides that unless the articles provide for the retirement of all Directors at every Annual General Meeting, not less than two-thirds of the total number of Directors of a Public Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.

Current Article 70 of the Articles of Association of the Company reads as under:

Persons appointed or nominated by Promoter for appointment as Director or Promoter Directors shall not be liable to retire by rotation. The Board shall have the power to determine the Directors whose period of office is or is not liable to determine by retirement of rotation. Unless otherwise assented by Promoter, any one Promoter Director shall act as a Chairperson of the Board.

In order to make at least one of the persons appointed or nominated by Promoter for appointment as Director or Promoter Director(s), liable to retire by rotation, it is necessary to alter Articles of Association of the Company.



In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association can be effective only by passing a Special Resolution. Accordingly, consent of the members is sought for passing a Special resolution as set out at Item No. 6 of the Notice for alteration of Articles of Association of the Company. A copy of proposed set of Articles of Association is available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours and will also be made available at the meeting.

Mr. Manish Mohnot and Mr. Kamal Jain being the Promoter Directors of the Company are interested at Item No. 6 of the Notice. None of the other Directors or any Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of Special Resolution as set out at Item No. 6 of the accompanying Notice.

Item No. 7 – Fixation of fees for delivery of any document through a particular mode of delivery to a member

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by Post or by Registered post or by Speed post or by Courier or by delivering at his/her office or address, or by electronic or such other mode as may be prescribed. Further, a member may request for delivery of any document to him/her through a particular mode, for which he/she shall pay such fees in advance as may be determined by the Company in its AGM.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice relating to serving the documents to the members of the Company in a requested mode.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice.

Item No. 8 – Continuation of Directorship of Mr. D. R. Mehta (DIN:01067895), Independent Non-Executive Director of the Company

The Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

In view of the same, approval of the Members is sought through Special Resolution for continuation of directorship of Mr. D. R. Mehta, as an Independent Non-Executive Director of the Company, who has already attained the age of 75 (seventy five) years.

Mr. D. R. Mehta has rich experience of more than 40 years after he joined the Indian Administrative Service in 1961. Mr. Mehta has held various positions in Government of Rajasthan, Government of India. He was Deputy Governor of Reserve Bank of India, Chairman of SEBI etc. He has been associated with the Company since more than last 9 years. As a Chairman of the Board of the Company, Mr. Mehta brings to the Board extensive leadership including deep knowledge and understanding of the Company's business operations, strategies and the business environment into which the Company operates. His vast experience provides a much needed insight, guidance and support to the management on various matters related to the business of the Company.

The Members at the 28th AGM of the Company held on September 27, 2014 has approved the appointment of Mr. D. R. Mehta as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 26, 2019. He serves as a Chairman of Audit Committee and Corporate Social Responsibility Committee of the Company. He is a member of Nomination and Remuneration Committee of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that his strong knowledge, independent perspective and continued association will immensely benefit the Company and therefore, recommends the continuation of his Directorship.

Accordingly, consent of the Members is sought for passing Special Resolution as set out at Item No. 8 of the Notice relating to continuation of the directorship of Mr. D. R. Mehta as an Independent Non-Executive Director of the Company.

Mr. D. R. Mehta, whose continuation of Directorship is being considered, is interested in the resolution at Item No. 8 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of Special Resolution as set out at Item No. 8 of the accompanying Notice.

By Order of the Board
For **JMC Projects (India) Limited**

Samir Raval
Company Secretary

May 24, 2018, Mumbai

Registered Office:
A-104, Shapath 4, Opp. Karnavati Club,
S. G. Road, Ahmedabad - 380015
CIN: L45200GJ1986PLC008717

DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT / CONTINUATION OF DIRECTORSHIP IN THE FORTHCOMING ANNUAL GENERAL MEETING.

Name of Director	Mr. Hemant Modi	Mr. D. R. Mehta																							
Director Identification No.	00171161	01067895																							
Date of Birth	June 23, 1955	June 25, 1937																							
Age	62 Years	80 Years																							
Date of first appointment	June 05, 1986	December 11, 2008																							
Terms & conditions of re-appointment/continuation of Directorship	Non-Executive Director (Non Independent), liable to retire by rotation.	Appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto September 26, 2019, not liable to retire by rotation.																							
Qualification	Master's Degree in Civil Engineering from Rutgers, the State University of New Jersey, U.S.A. and a Bachelor's degree in Civil Engineering from M.S. University of Baroda.	B.A., LL.B. and Management Graduate of Royal Institute of Public Administration, London and Alfred Sloan & School of Management MIT-Boston, U.S.A.																							
Experience / Expertise in functional field and brief resume	He has over 30 years of experience in the field of management and execution of construction of Industrial structures and factory buildings.	He has rich experience of more than 40 years, during which he held various positions in Government of Rajasthan, Government of India. He was Deputy Governor of Reserve Bank of India, Chairman of SEBI etc.																							
No. of Shares held in the Company	99,014	None																							
No. of Board Meetings attended during the financial year 2017-18	5 out of 6	6 out of 6																							
Details of remuneration sought to be paid and the remuneration last drawn by him	Besides payment of sitting fees, he is entitled for the commission as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. He has been paid Rs. 2.5 lakh towards sitting fees and Rs. 20 lakh towards commission for the F.Y. 2017-18.	Besides payment of sitting fees, he is entitled for the commission as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. He has been paid Rs. 4.25 lakh towards sitting fees and Rs. 25 lakh towards commission for the F.Y. 2017-18.																							
Other Directorships	JMC Mining and Quarries Limited JMC Infrastructure Limited Sai Consulting Engineers Private Limited	Glenmark Pharmaceuticals Limited Jain Irrigation Systems Limited Poly Medicare Limited Atul Rajasthan Date Palms Limited MM Auto Industries Limited Ashray Homes Buildwell Private Limited																							
Chairmanship / Membership of Committees of other Companies	None	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of Committee</th> <th>Chairman/Member</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Poly Medicare Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Chairman</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Glenmark Pharmaceuticals Limited</td> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Jain Irrigation Systems Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Atul Rajasthan Date Palms Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of Committee	Chairman/Member	Poly Medicare Limited	Corporate Social Responsibility Committee	Chairman	Audit Committee	Member	Nomination and Remuneration Committee	Member	Glenmark Pharmaceuticals Limited	Stakeholders Relationship Committee	Member	Nomination and Remuneration Committee	Member	Risk Management Committee	Member	Jain Irrigation Systems Limited	Corporate Social Responsibility Committee	Member	Atul Rajasthan Date Palms Limited	Nomination and Remuneration Committee	Member
Name of the Company	Name of Committee	Chairman/Member																							
Poly Medicare Limited	Corporate Social Responsibility Committee	Chairman																							
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	Nomination and Remuneration Committee	Member																							
Glenmark Pharmaceuticals Limited	Stakeholders Relationship Committee	Member																							
	Nomination and Remuneration Committee	Member																							
	Risk Management Committee	Member																							
Jain Irrigation Systems Limited	Corporate Social Responsibility Committee	Member																							
Atul Rajasthan Date Palms Limited	Nomination and Remuneration Committee	Member																							
Relationship with other Directors, Manager and Key Managerial Personnel	None	None																							



JMC Projects (India) Limited

(CIN:L45200GJ1986PLC008717)

Regd. Office: A-104, Shapath 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

ATTENDANCE SLIP

I hereby certify that I am a registered member / proxy for the registered member of the Company.

I hereby record my presence at the 32nd **Annual General Meeting** of the Company being held on **Monday, August 06, 2018** at **03.30 p.m.** at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad – 380009.

Registered Folio No./ DP ID/Client ID	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	
No. of equity shares	

Name of the Proxy : _____

Signature of Proxy

Signature of Member

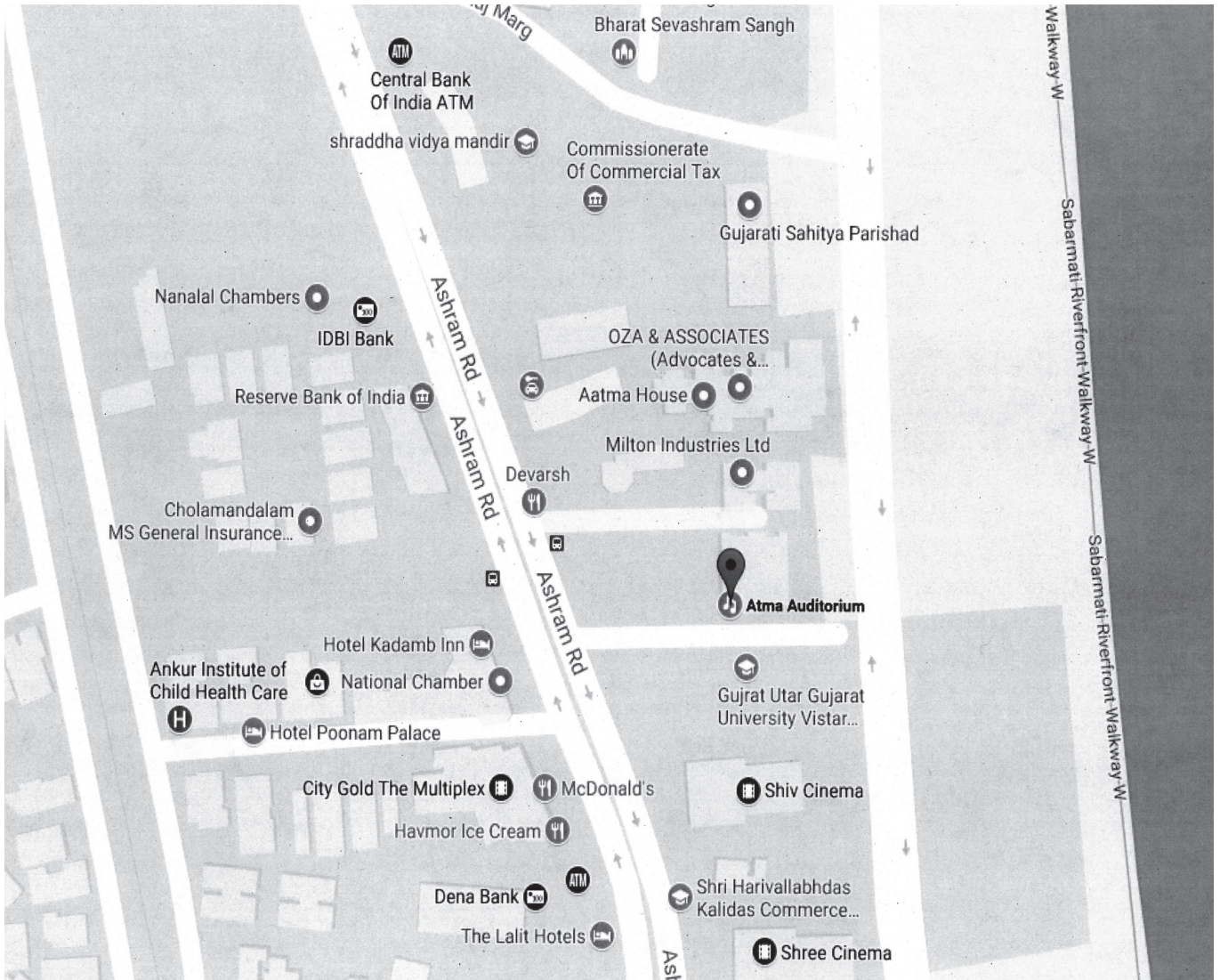
Shareholders may please note the user id and password given below for the purpose of e-voting in terms of Section 108 and applicable provisions of the Companies Act, 2013 and rules framed thereunder.

ELECTRONIC / E-VOTING PARTICULARS		
EVSN - Electronic Voting Sequence No.	User ID	Password
180613003		

Notes:

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance at the AGM venue. Sign at appropriate place as applicable to you. **2.** E-voting period will commence on August 03, 2018 (09.00 a.m.) and will end on August 05, 2018 (05.00 p.m.). **3.** Body Corporate / Company, who is a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company. **4.** Please read the instructions printed under the Notes to the Notice of this AGM. **5.** Route map of venue of AGM is given in this Report.

ROUTE MAP / DIRECTION TO REACH AT THE VENUE OF AGM





JMC Projects (India) Limited

(CIN:L45200GJ1986PLC008717)

Regd. Office: A-104, Shapath 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015.

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of Member	Registered address & E-mail Id:	
DP ID & Client ID	Folio	No. of equity shares

I / We, being the member(s) holding _____ shares of the above Company, hereby appoint below at sl. no. 1 or failing him sl. no. 2 or failing him sl. no.3,

Sl. No.	Name of Proxy	Address & E-mail Id	Signature
1			
2			
3			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on **Monday, August 06, 2018** at **03.30 p.m.** at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad – 380009 and at any adjournment thereof in respect of such resolutions as are indicated below.

Item No.	Resolutions	Vote (Optional, see Note 2)	
		For	Against
Ordinary Business			
1	To consider and adopt the Audited Standalone and Consolidated Ind AS financial statements etc. of the Company for the Financial Year ended March 31, 2018.		
2	To declare dividend for the Financial Year ended March 31, 2018.		
3	To appoint a Director in place of Mr. Hemant Modi, who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4	To ratify remuneration payable to Cost Auditors M/s. K. G. Goyal & Associates, Cost Accountants for the Financial Year 2018 - 19.		
5	To issue Non-Convertible Debentures on a Private Placement Basis.		
6	To alter the Articles of Association of the Company.		
7	To fix fees for delivery of any document through a particular mode of delivery to a member.		
8	To continue the Directorship of Mr. D.R. Mehta, Independent Non-Executive Director of the Company.		

Signed this _____ day of _____ 2018.

Affix
revenue
stamp

Signature of Proxy holder(s)

Signature of Shareholder

Notes:

- The 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.
- It is optional to indicate your preference by tick mark. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.