



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 03, 2019

Corporate Service Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code: 522263	Trading Symbol: JMCPROJECT

Sub.: Notice of 33rd Annual General Meeting of the members of the Company scheduled on July 29, 2019

Dear Sir/Madam,

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 33rd Annual General Meeting of the members of the Company scheduled to be held on Monday, July 29, 2019.

The said Notice is also uploaded on the Company's website at www.jmcprojects.com.

Kindly take the same on your records.

Thanking You,

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

Samir Raval
Company Secretary & 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 33rd Annual General Meeting ('AGM') of the Members of **JMC Projects (India) Limited** (the 'Company') will be held on **Monday, July 29, 2019** at **03.00 p.m.** at H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, 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, 2019 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, 2019 together with the Report of the Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a Final Dividend of ₹ 0.70 (Paise Seventy only) per equity share of face value of ₹ 2/- each, for the financial year 2018-19.

Item No. 3 - Appointment of Mr. Manoj Tulsian (DIN: 05117060) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Manoj Tulsian (DIN: 05117060), 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 the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all 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(s) 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, 2020, be paid remuneration of ₹ 50,000/- (Rupees Fifty 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 settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 5 - Re-appointment and fixing the terms of remuneration of Mr. Manoj Tulsian (DIN: 05117060) as Whole-time Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the

provisions of the Articles of Association of the Company and such approvals, permissions and sanctions as may be required and as agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board), the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Manoj Tulsian (DIN: 05117060) as Whole-time Director of the Company designated as Whole-time Director & Chief Financial Officer, liable to retire by rotation, for a period of 3 (three) years commencing from May 27, 2019 to May 26, 2022 (both days inclusive) on such terms and conditions including remuneration as specified in the explanatory statement pursuant to Section 102(1) of the Act to the resolution as per Item No. 5 to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms of re-appointment including remuneration as may be agreed upon with Mr. Manoj Tulsian, subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act, as may be applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, the remuneration payable to Mr. Manoj Tulsian as the Whole-time Director by way of salary, perquisites, commission and other allowances shall not exceed 5% of the net profit of the Company and if there is more than one Managerial Personnel, the remuneration shall not exceed 10% of the net profit to all such managerial personnel together except with the approval of the members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Manoj Tulsian as Whole-time Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V of the Act or any modifications thereof.

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

Item No. 6 - Re-appointment and fixing the terms of remuneration of Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such approvals, permissions and sanctions as may be required and as agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board), the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from October 22, 2019 to October 21, 2022 (both days inclusive) on such terms and conditions including remuneration as specified in the explanatory statement pursuant to Section 102(1) of the Act to the resolution as per Item No. 6 to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms of re-appointment including remuneration as may be agreed upon with Mr. Shailendra Kumar Tripathi, subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act, as may be applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, the remuneration payable to Mr. Shailendra Kumar Tripathi as the CEO & Dy. Managing Director by way of salary, perquisites, commission and other allowances shall not exceed 5% of the net profit of the Company and if there is more than one Managerial Personnel, the remuneration shall not exceed 10% of the net profit to all such managerial personnel together except with the approval of the members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V of the Act or any modifications thereof.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things

as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 7 - Re-appointment of Mr. D. R. Mehta (DIN: 01067895) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. D. R. Mehta (DIN:01067895), who was appointed as an Independent Director of the Company for a term up to September 26, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. D. R. Mehta as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 27, 2019 to September 26, 2024 and whose office shall not be liable to retire by rotation.

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

Item No. 8 - Re-appointment of Mr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule

IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Shailendra Raj Mehta (DIN: 02132246), who was appointed as an Independent Director of the Company for a term up to September 26, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Shailendra Raj Mehta as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 27, 2019 to September 26, 2024 and whose office shall not be liable to retire by rotation.

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

Item No. 9 - Re-appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Ms. Anjali Seth (DIN:05234352), who was appointed as an Independent Director of the Company for a term up to May 16, 2020 and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Anjali Seth as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from May 17, 2020 to May 16, 2025 and whose office shall not be liable to retire by rotation.

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

Item No. 10 - Authority to the Board of Directors for creation of charge, security etc. under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company through Postal Ballot on December 27, 2017 and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the members 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 the Board) for creation of mortgages, charges, security, pledge, hypothecations, interest, covenants and / or encumbrances in addition to the existing mortgages, charges, security, hypothecations, interest etc. created by the Company, on all or any of the present and future assets, undertakings, receivables, projects, agreements, rights, privileges, investments, securities, movable and immovable properties of the Company, in such manner as the Board may deem fit and as may be necessary from time to time, in favor of one or more Indian and / or foreign; financial institutions, banks, investment institutions, mutual funds, trusts, trustees, debenture holders, bond holders, debtors, suppliers, bodies corporate, companies, venture capitalists, governments, authorities and any other persons, including their subsidiaries, associates, agents and trustees (hereinafter referred to as the ‘Lenders’), to secure all kind of present and future borrowings, loans, facilities, credits, working capital, debts, liabilities, debentures, bonds, arrangement, securitization, bids,

projects, tenders, performance and any other instrument whether in amount of rupee or foreign currency, together with interest thereon, further interest, additional interest, liquidated damages, premium on prepayment or redemption, costs, charges, expenses, any increase as a result of devaluation, revaluation and fluctuation in the rate of exchange and all other dues payable by the Company to the Lenders, provided that such amount to secure as aforesaid shall not, at any time exceed the limit of ₹ 9,000 Crores (Rupees Nine Thousand Crores only).

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Act and subject to the applicable statutory provisions and approvals, the consent of the members of the Company be and is hereby accorded to the Board of the Company to sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and assets as described herein above to the extent the said section is applicable, on appropriate terms, consideration and in interest of the Company and / or to the extent necessary to meet the covenants with the Lenders in certain events.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do such actions and deeds as empowered herein above and as may be necessary 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 sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to any Director or any other Principal Officer of the Company and generally to do all acts, deeds and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

Samir Raval

Company Secretary

May 08, 2019, Mumbai

NOTES:

1. 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 HIMSELF / 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 sent herewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the 'Act') read with Rule 19 of the Companies (Management and Administration) Rules, 2014, 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.

2. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 24, 2019 to Monday, July 29, 2019 (both days inclusive) in connection with the AGM and for determining the names of members eligible for equity dividend, if declared at the AGM.
4. 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.
5. Corporate Members intending to send their authorised representative to attend the AGM pursuant to Section 113 of the Act are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the meeting.
6. Members may note that the details of the Director seeking re-appointment as required under Regulation

36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his / her re-appointment.

7. 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.
8. The dividend on equity shares, if declared at the AGM, will be payable on or after August 02, 2019 to those members:
 - (a) whose name appears as Member in the Register of Members of the Company on July 23, 2019; and
 - (b) whose name appears in the list of Beneficial Owners on July 23, 2019 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. 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 Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH. 13 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. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.
 15. 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.
 16. 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 of the AGM date 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.
 17. 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.
 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 ₹ 1,57,296/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2010-11 on August 28, 2018 to the IEPF. Further, the Company has also transferred ₹ 46,309 towards unpaid and unclaimed interest on matured Fixed Deposit on January 08, 2019 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 2011-12 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 2,683 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 September 01, 2018 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 2011-12 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 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 same manner as mentioned above.

The Notice of the AGM along with the Annual Report 2018-19 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 Annual Report 2018-19 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations 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 33rd 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 Mr. Mitesh Dhabliwala (FCS 8331 & CP 9511) and failing him Ms. Sarvari Shah (FCS 9697 & CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, 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 33rd 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 23, 2019 ('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 July 26, 2019 (09.00 a.m.) and will end on July 28, 2019 (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 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (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 sequence number which is printed on Mailing Slip / Attendance Slip indicated 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 (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@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 e-mail to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE 'ACT')

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, Infrastructure 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, 2020, at a remuneration of ₹ 50,000/- (Rupees Fifty

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, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice.

Item No. 5 - Re-appointment and fixing the terms of remuneration of Mr. Manoj Tulsian (DIN: 05117060) as Whole-time Director of the Company

The Board of Directors of the Company had appointed Mr. Manoj Tulsian (DIN: 05117060) as Whole-time Director of the Company designated as Whole-time Director & Chief Financial Officer for a period of 3 (three) years commencing from May 27, 2016 to May 26, 2019 (both days inclusive). The terms of appointment and payment of remuneration were approved by the members at the 30th AGM of the Company held on August 11, 2016.

In appreciation of his contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 08, 2019, approved the re-appointment of Mr. Manoj Tulsian as Whole-time Director of the Company for a further period of 3 (three) years effective from May 27, 2019 to May 26, 2022 (both days inclusive), on the terms and conditions including remuneration as mentioned hereunder:

I. Salary and Allowances

Basic Salary	:	₹ 6,08,000/- per month
*Other Allowances / Reimbursement of expenses	:	₹ 9,91,463/- per month
**Retirement Benefits	:	₹ 1,10,537/- per month
Total	:	₹ 17,10,000/- per month

* It includes Medical Reimbursement, Food Coupons, Gift Voucher, Children Education Allowance, Extra Allowance and other perquisites.

** It includes Gratuity as per the Payment of Gratuity Act, Superannuation and Employer's contribution to Provident Fund.

The Whole-time Director shall be entitled to such increments in addition to the above remuneration every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

II. Perquisites

CATEGORY A:

- (i) Housing
Free, hard / semi-furnished accommodation owned or hired by the Company.
- (ii) Mediclaim Insurance
Medical Health Insurance premium for self and family under Mediclaim specified under Section 80D of the Income Tax Act, 1961 as per Company's rules.
- (iii) Club Fees
The Company shall pay membership fees of the club at Mumbai.
- (iv) Personal Accident Insurance
Premium for Group Personal Accident Insurance / Term Life Insurance for self.

CATEGORY B:

- (i) Company's chauffeur driven car will be provided.
- (ii) Telephone at residence shall be provided for business related use at Company's expense. Personal outstation calls shall be on personal account.
- (iii) Working hours / days and leaves (including leave encashment) would be as per Company's rules.

III. Profit Linked Incentive / Commission

Such remuneration by way of Profit Linked Incentive / Commission, in addition to the basic salary, allowances, perquisites as calculated with reference to the net profits in a particular financial year subject to minimum of ₹ 45 lakh (Rupees forty five lakh only), as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and Schedule V of the Act including any statutory modifications or re-enactment thereof.

IV. Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the Whole-time Director shall, subject

to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to restriction, if any, set out in Schedule V of the Act as may be amended from time to time.

V. Termination

The appointment may be terminated by either party by giving to the other 6 month's written notice. However, the appointment may be terminated by less than 6 month's written notice provided reaching upon mutual agreement between the parties.

The period of office of Mr. Tulsian shall be liable to determination by retirement of directors by rotation. If Mr. Tulsian is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of Whole-time Director designated as Whole-time Director & Chief Financial Officer and such re-appointment as director shall not be deemed to constitute break in his re-appointment as a Whole-time Director designated as Whole-time Director & Chief Financial Officer.

Mr. Tulsian satisfies all the conditions set out at Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He serves as a member of Risk Management Committee and Management Committee of the Company.

A copy of the agreement / resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 08, 2019, as referred to above are available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 33rd AGM of the Company.

The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Tulsian and his relatives, 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 the resolution at Item No. 5 of the Notice.

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

Item No. 6 - Re-appointment and fixing the terms of remuneration of Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company

The Board of Directors of the Company had re-appointed Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company for a period of 3 (three) years commencing from October 22, 2016 to October 21, 2019 (both days inclusive). The terms of re-appointment and payment of remuneration were approved by the members at the 31st AGM of the Company held on August 10, 2017.

In appreciation of his contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 08, 2019, approved the re-appointment of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director for a further period of 3 (three) years effective from October 22, 2019 to October 21, 2022 (both days inclusive), on the terms and conditions including remuneration as mentioned hereunder:

I. Salary and Allowances

Basic Salary	:	₹ 9,00,000/- per month
*Other Allowances/ Reimbursement of expenses	:	₹ 8,15,377/- per month
**Retirement Benefits	:	₹ 1,59,623/- per month
Total	:	₹ 18,75,000/- per month

* It includes Medical Reimbursement, Food Coupons, Gift Voucher, Children Education Allowance, Extra Allowance and other perquisites.

** It includes Gratuity as per the Payment of Gratuity Act, Superannuation and Employer's contribution to Provident Fund.

The CEO & Dy. Managing Director shall be entitled to such increments in addition to the above remuneration every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

II. Perquisites

CATEGORY A:

- (i) Housing
 - Free, hard / semi-furnished accommodation owned or hired by the Company.
- (ii) Mediclaim Insurance
 - Medical Health Insurance premium for self and family under Mediclaim specified under Section 80D of the Income Tax Act, 1961 as per Company's rules.

(iii) Club Fees

The Company shall pay membership fees of the club at Mumbai.

(iv) Personal Accident Insurance

Premium for Group Personal Accident Insurance / Term Life Insurance for self.

CATEGORY B:

(i) Company's chauffeur driven car will be provided.

(ii) Telephone at residence shall be provided for business related use at Company's expense. Personal outstation calls shall be on personal account.

(iii) Working hours / days and leaves (including leave encashment) would be as per Company's rules.

III. Profit Linked Incentive / Commission

Such remuneration by way of Profit Linked Incentive / Commission, in addition to the basic salary, allowances, perquisites as calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and Schedule V of the Act including any statutory modifications or re-enactment thereof.

IV. Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the CEO & Dy. Managing Director shall, subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule V of the Act as may be amended from time to time.

V. Termination

The appointment may be terminated by either party by giving to the other 6 month's written notice. However, the appointment may be terminated by less than 6 month's written notice provided reaching upon mutual agreement between the parties.

The period of office of Mr. Tripathi shall be liable to determination by retirement of directors by rotation. If Mr. Tripathi is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of CEO & Dy. Managing Director and such re-appointment as director shall not be deemed to

constitute break in his re-appointment as CEO & Dy. Managing Director.

Mr. Tripathi satisfies all the conditions set out at Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is a Chairman of Share Transfer Committee and Management Committee. He serves as a member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

A copy of the agreement / resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 08, 2019, as referred to above are available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 33rd AGM of the Company.

The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Tripathi and his relatives, 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 the resolution at Item No. 6 of the Notice.

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

Item No. 7 - Re-appointment of Mr. D. R. Mehta (DIN: 01067895) as an Independent Director of the Company

Mr. D. R. Mehta (DIN: 01067895) is an Independent Director and Chairman of the Company. The Members at the 28th AGM of the Company held on September 27, 2014 had 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 up to September 26, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in

terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. D. R. Mehta, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. D. R. Mehta for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 27, 2019 up to September 26, 2024.

As a Chairman of the Board of the Company, Mr. D. R. 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. 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.

Mr. D. R. Mehta has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. D. R. Mehta as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. D. R. Mehta as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 33rd AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. D. R. Mehta as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 7 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. D. R. Mehta and his relatives, 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 the resolution at Item No. 7 of the Notice.

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

Item No. 8 – Re-appointment of Mr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director of the Company

Mr. Shailendra Raj Mehta (DIN: 02132246) is an Independent Director of the Company. The Members at the 28th AGM of the Company held on September 27, 2014 had approved the appointment of Mr. Shailendra Raj Mehta as an Independent Director of the Company to hold office for a term of 5 (five) years up to September 26, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Shailendra Raj Mehta, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Shailendra Raj Mehta for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 27, 2019 up to September 26, 2024.

Mr. Shailendra Raj Mehta is a Chairman of the Nomination and Remuneration Committee and Risk Management Committee. Mr. Shailendra Raj Mehta is a Member of the Audit Committee of the Board of Directors of the Company. Mr. Shailendra Raj Mehta has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Shailendra Raj Mehta as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Shailendra Raj Mehta as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 33rd AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shailendra Raj Mehta as an Independent Director and on the recommendation

of the Nomination and Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 8 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Shailendra Raj Mehta and his relatives, 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 the resolution at Item No. 8 of the Notice.

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

Item No. 9 - Re-appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent Director of the Company

Ms. Anjali Seth (DIN: 05234352) is an Independent Director of the Company. The Members at the 31st AGM of the Company held on August 10, 2017 had approved the appointment of Ms. Anjali Seth as an Independent Director of the Company to hold office for a term of 3 (three) years up to May 16, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Anjali Seth, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Ms. Anjali Seth for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from May 17, 2020 up to May 16, 2025.

Ms. Anjali Seth is a Member of the Audit Committee and Stakeholders Relationship Committee of the Company. Ms. Anjali Seth has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Ms. Anjali Seth as required under the Act and Listing Regulations. Copy of the draft letter for

re-appointment of Ms. Anjali Seth as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 33rd AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anjali Seth as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 9 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Ms. Anjali Seth and her relatives, 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 the resolution at Item No. 9 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 9 of the accompanying Notice.

Item No. 10 - Authority to the Board of Directors for creation of charge, security etc. under Section 180(1)(a) of the Companies Act, 2013

The members of the Company had, through Postal Ballot on December 27, 2017, authorized the Board of Directors of the Company for creation of mortgages, charges etc. for an amount not exceeding ₹ 6,000 Crores (Rupees Six Thousand Crores only).

Keeping in view your Company's business requirements and growth plans, it is considered desirable to borrow monies from time to time as the circumstances may warrant to meet the fund requirement of the Company and to augment its working capital, facilities, credit needs, repay or prepay high cost debts or restructuring of borrowing.

The borrowings and credit facilities availed / to be availed by the Company would need to be secured in manner, as may be agreed with Lenders, including by way of creation of charge, mortgage, pledge, hypothecation and / or encumbrance on or in relation to the Company's assets, properties, undertaking etc. as described in the Resolution.

In the course of business and if circumstances warrant, there may be requirement to sale, lease or otherwise

dispose of the whole or substantially the whole of the undertaking by entering into feasible arrangement to meet the fund requirement and business needs of the Company and considering that the documents to be executed with the Lenders may contain provisions in this respect including to take over substantial assets and undertakings of the Company or enforcement of the security as may be stipulated in that behalf in certain events, it is necessary to pass the resolution enabling the Board to exercise the powers in this respect, if necessary, in the interest of the Company.

The consent of the members is required under the provisions of Section 180(1)(a) and other applicable provisions of the Act, authorizing the Board of Directors of the Company for creation of charge etc. on assets of the Company, as described in the Resolution, for an amount up to ₹ 9,000 Crores (Rupee Nine Thousand Crores only). To avoid doubt, it is clarified that this resolution on coming into effect and being acted upon, would be in supersession of the earlier resolutions passed for the subject matter, however will not affect to or invalidate the acts or deeds already executed under the earlier Resolution.

It is desirable, as a matter of abundant caution also, to authorize the Board sufficiently in respect to matters as mentioned in the Resolution to meet the business requirement of the Company from time to time. Therefore,

it is proposed to authorize and empower the Board to exercise powers in such manner as they think fit in respect to the matters as set out in the subject Resolution.

Subject to the applicable statutory provisions, the Company may enter into arrangement or transaction, in respect to subject matter of resolution, with its Holding Company, Promoters and/or with the Companies/Entities wherein the Promoters, Directors and Key Managerial Personnel of the Company may be Shareholder, Director or otherwise interested or concerned.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 10 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 10 of the accompanying Notice.

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

May 08, 2019, Mumbai

Samir Raval
Company Secretary

DETAILS OF EXECUTIVE DIRECTOR(S) OF THE COMPANY SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Manoj Tulsian	Mr. Shailendra Kumar Tripathi
Director Identification No.	05117060	03156123
Date of Birth	December 14, 1971	May 02, 1964
Age	47 Years	55 Years
Date of first appointment	May 27, 2016	October 22, 2011
Terms & conditions of re-appointment	<p>For Item No. 3 of Notice:</p> <p>Director, liable to retire by rotation. Upon his re-appointment, he shall continue to hold office as Whole-time Director designated as Whole-time Director & CFO of the Company.</p> <p>For Item No. 5 of Notice:</p> <p>Re-appointment as Whole-time Director designated as Whole-time Director & CFO for a period of 3 (three) years commencing from May 27, 2019 to May 26, 2022 (both days inclusive), liable to retire by rotation on the terms and conditions including remuneration as provided in the resolution and explanatory statement at Item No. 5.</p>	<p>Re-appointment as CEO & Dy. Managing Director for a period of 3 (three) years commencing from October 22, 2019 to October 21, 2022 (both days inclusive), liable to retire by rotation on the terms and conditions including remuneration as provided in the resolution and explanatory statement at Item No. 6.</p>
Qualification	CA, CS, CWA	B.E. Civil from Government Engineering College, Jabalpur, Madhya Pradesh
Experience / Expertise in functional field and brief resume	Mr. Tulsian has more than 24 years of experience in the field of Finance, Taxation, Legal, Corporate Affairs, Merger & Acquisition and Secretarial matters. He has served organization such as VIP Industries Limited, Gabriel India Limited and Bansal Group.	Mr. Tripathi has more than 33 years of experience in the field of Planning, Execution and implementation of many infrastructure projects involving highways and airports. His technical, strategic decisions and leadership skills coupled with his sound financial and business sense has helped him in securing and successfully implementing many projects in Public Private Partnership model. Mr. Tripathi has worked in major infrastructure Companies like Gammon India Limited, Larsen and Toubro Limited and Oriental Structural Engineers Private Limited.
No. of Shares held in the Company	Nil	Nil
No. of Board Meetings attended during the F.Y. 2018-19	4 out of 4	4 out of 4
Details of remuneration last drawn	He has been paid ₹ 285.68 lakh in F.Y. 2018-19	He has been paid ₹ 355.30 lakh in F.Y. 2018-19
Details of remuneration sought to be paid	As per proposed Resolution at Item No. 5 of the Notice of 33 rd AGM.	As per proposed Resolution at Item No. 6 of the Notice of 33 rd AGM.
Other Directorships	Brij Bhoomi Expressway Private Limited, Wainganga Expressway Private Limited, Vindhyachal Expressway Private Limited	None
Chairpersonship / Membership of Committees of other Companies	None	None
Relationship with other Directors, Manager and Key Managerial Personnel	None	None

DETAILS OF INDEPENDENT DIRECTOR(S) OF THE COMPANY SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. D. R. Mehta	Mr. Shailendra Raj Mehta	Ms. Anjali Seth
Director Identification No.	01067895	02132246	05234352
Date of Birth	June 25, 1937	July 09, 1959	October 25, 1958
Age	81 Years	59 Years	60 Years
Date of first appointment	December 11, 2008	February 08, 2012	May 17, 2017
Terms & conditions of re-appointment	Re-appointment as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 27, 2019 to September 26, 2024 (both days inclusive), not liable to retire by rotation.	Re-appointment as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from September 27, 2019 to September 26, 2024 (both days inclusive), not liable to retire by rotation.	Re-appointment as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from May 17, 2020 to May 16, 2025 (both days inclusive), not liable to retire by rotation.
Qualification	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.	B.A., M.A., M.Phil from Balliol College, Oxford University and Ph.D. in Economics from Harvard University.	Bachelor's degree in Law.
Experience / Expertise in functional field and brief resume	He had joined the Indian Administrative Service in 1961. He has rich experience of more than 40 years, during which he held various important positions in Government of Rajasthan, Government of India. He was Deputy Governor of Reserve Bank of India, Chairman of SEBI etc.	He is currently the President & Director of Mudra Institute of Communications (MICA). Earlier, he was Chairman of the Board of Management of Auro University, Provost / Vice Chancellor of Ahmedabad University and also Visiting Professor of Business Policy at the Indian Institute of Management, Ahmedabad. He has been associated with reputed organizations such as IBM, Honeywell, Microsoft, Infosys, State Bank of India and others.	Ms. Anjali Seth has over 30 years of experience in advising top banks, financial institutions and corporates on a range of matters including M&A, PE Investments, industrial and employee relations, corporate governance, real estate negotiation, legal matters, statutory issues and litigations. She has been associated in various positions with International Finance Corporation, ANZ Grindlays Bank, Standard Chartered Bank, Emmar Properties (UAE) and Swadhar Finserve Limited.
No. of Shares held in the Company	Nil	Nil	Nil
No. of Board Meetings attended during the F.Y. 2018-19	4 out of 4	4 out of 4	4 out of 4
Details of remuneration last drawn	He has been paid ₹ 3.50 lakh towards sitting fees and ₹ 33.00 lakh towards commission for the F.Y. 2018-19.	He has been paid ₹ 3.50 lakh towards sitting fees and ₹ 30.00 lakh towards commission for the F.Y. 2018-19.	She has been paid ₹ 3.00 lakh towards sitting fees and ₹ 11.00 lakh towards commission for the F.Y. 2018-19.
Details of remuneration sought to be paid	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.	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.	Besides payment of sitting fees, she is entitled for the commission as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Name of Director	Mr. D. R. Mehta	Mr. Shailendra Raj Mehta	Ms. Anjali Seth																																
Other Directorships	Glenmark Pharmaceuticals Limited, Jain Irrigation Systems Limited, Poly Medicure Limited, Atul Rajasthan Date Palms Limited, MM Auto Industries Limited, Ashray Homes Buildwell Private Limited	Poly Medicure Limited, S-Ancial Finserv Private Limited, S-Ancial Technologies Private Limited, S-Ancial Global Solutions Private Limited	Centrum Housing Finance Limited, Endurance Technologies Limited, Kalpataru Limited, Caprihans India Limited, ADF Foods Limited, Kalpataru Power Transmission Limited, Centrum Capital Limited																																
Chairpersonship / Membership of Committees of other Companies	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Poly Medicure Limited</td> <td>Corporate Social Responsibility Committee - Chairperson</td> </tr> <tr> <td>Audit Committee - Member</td> </tr> <tr> <td>Nomination and Remuneration Committee - Member</td> </tr> <tr> <td rowspan="3">Glenmark Pharmaceuticals Limited</td> <td>Stakeholders Relationship Committee - Member</td> </tr> <tr> <td>Nomination and Remuneration Committee - Member</td> </tr> <tr> <td>Risk Management Committee - Member</td> </tr> <tr> <td>Jain Irrigation Systems Limited</td> <td>Corporate Social Responsibility Committee - Member</td> </tr> <tr> <td>Atul Rajasthan Date Palms Limited</td> <td>Nomination and Remuneration Committee - Member</td> </tr> </tbody> </table>	Name of the Company	Name of Committee	Poly Medicure Limited	Corporate Social Responsibility Committee - Chairperson	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	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Poly Medicure Limited</td> <td>ESOP Compensation Committee - Member</td> </tr> <tr> <td>Audit Committee - Member</td> </tr> <tr> <td rowspan="3">Endurance Technologies Limited</td> <td>Stakeholders Relationship Committee - Chairperson</td> </tr> <tr> <td>Audit Committee - Member</td> </tr> <tr> <td>Nomination and Remuneration Committee - Member</td> </tr> <tr> <td rowspan="3">Centrum Housing Finance Limited</td> <td>Audit Committee - Chairperson</td> </tr> <tr> <td>Nomination and Remuneration Committee - Member</td> </tr> <tr> <td>Risk Management Committee - Member</td> </tr> <tr> <td rowspan="3">Caprihans India Limited</td> <td>Corporate Social Responsibility Committee - Member</td> </tr> <tr> <td>Stakeholders Relationship Committee - Member</td> </tr> <tr> <td>Nomination and Remuneration Committee - Member</td> </tr> <tr> <td>ADF Foods Limited</td> <td>Corporate Social Responsibility Committee - Member</td> </tr> </tbody> </table>	Name of the Company	Name of Committee	Poly Medicure Limited	ESOP Compensation Committee - Member	Audit Committee - Member	Endurance Technologies Limited	Stakeholders Relationship Committee - Chairperson	Audit Committee - Member	Nomination and Remuneration Committee - Member	Centrum Housing Finance Limited	Audit Committee - Chairperson	Nomination and Remuneration Committee - Member	Risk Management Committee - Member	Caprihans India Limited	Corporate Social Responsibility Committee - Member	Stakeholders Relationship Committee - Member	Nomination and Remuneration Committee - Member	ADF Foods Limited	Corporate Social Responsibility Committee - Member
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Relationship with other Directors, Manager and Key Managerial Personnel	None	None	None																																



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

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 33rd **Annual General Meeting** of the Company held on **Monday, July 29, 2019** at **03.00 p.m.** at H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

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

Members 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
190607011		

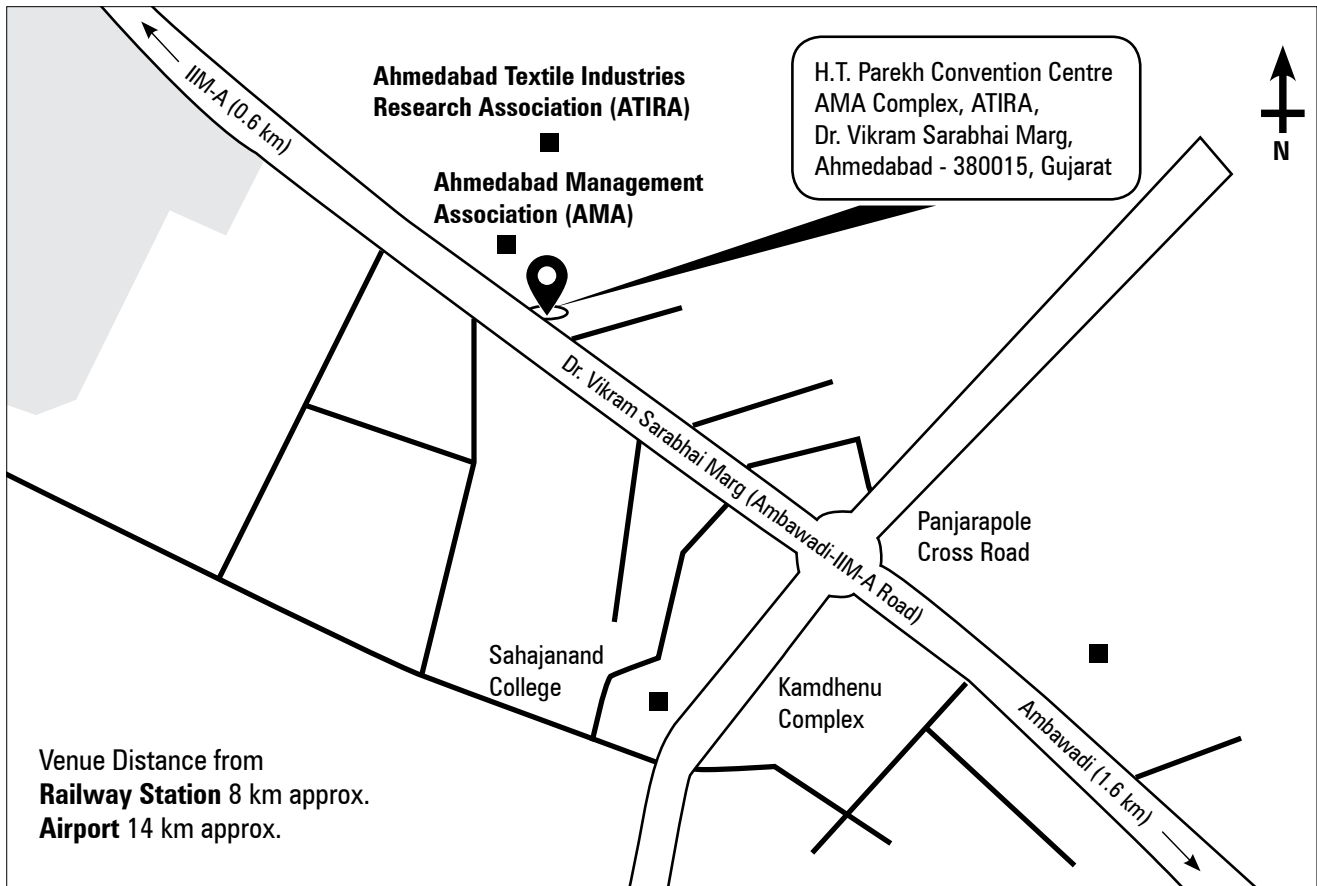
Notes:

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 July 26, 2019 (09.00 a.m.) and will end on July 28, 2019 (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 THE VENUE OF THE 33RD AGM TO BE HELD ON MONDAY, JULY 29, 2019

Venue: H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015

Landmark: Opposite Indian Institute of Management, Ahmedabad





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FORM NO. MGT-11

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(s):	Registered address & E-mail Id:
DP ID & Client ID:	Folio No.: No. of equity shares:

I / We, being the member(s) holding _____ shares of the above named 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 33rd **Annual General Meeting** of the Company to be held on **Monday, July 29, 2019** at **03.00 p.m.** at H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015 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, 2019.		
2.	To declare dividend for the Financial Year ended March 31, 2019.		
3.	To appoint a Director in place of Mr. Manoj Tulsian, 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 2019 - 20.		
5.	To re-appoint and fixing the terms of remuneration of Mr. Manoj Tulsian as Whole-time Director of the Company.		
6.	To re-appoint and fixing the terms of remuneration of Mr. Shailendra Kumar Tripathi as CEO & Dy. Managing Director of the Company.		
7.	To re-appoint Mr. D. R. Mehta as an Independent Director of the Company.		
8.	To re-appoint Mr. Shailendra Raj Mehta as an Independent Director of the Company.		
9.	To re-appoint Ms. Anjali Seth as an Independent Director of the Company.		
10.	To grant authority to the Board of Directors for creation of charge, security etc. under Section 180(1)(a) of the Companies Act, 2013.		

Signed this _____ day of _____ 2019.

Signature of Proxy holder(s)

Signature of Shareholder

Affix
revenue
stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- 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.