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, email: cs@jmcprojects.com CIN:L45200GJ1986PLC008717

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting **('AGM')** of the Members of **JMC Projects (India) Limited** will be held on **Thursday, August 11, 2016** at 3.00 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380009, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To consider and adopt the audited standalone **financial statements** of the Company for financial year ended **March 31, 2016** and the Reports of the Board of Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended **March 31, 2016** and the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare **Dividend of ₹ 1.00** per equity share of face value of ₹ 10 each, for the financial year 2015-16.

Item No. 3 – Re-Appointment of a Director

To appoint a Director in place of **Ms. Anjali Seth** (DIN: 05234352), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4 – Appointment of Statutory Auditors

To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 115, 139, 140, 141 and all other applicable provisions of the Companies Act, 2013, read with Rule 3(7) 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. B S R & Co. LLP, Chartered Accountants** (Firm Registration No. 101248W/W-100022) having their office at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years till the conclusion of the 35th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), in place of M/s. Kishan M. Mehta & Co., Chartered Accountants (Firm Registration No. 105229W), the retiring Statutory Auditors holding the office till the conclusion of this Annual General Meeting and who are unwilling to be reappointed for the financial year 2016-17, as Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, plus applicable taxes in addition to reimbursement of traveling and actual out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017."

SPECIAL BUSINESS:

Item No. 5 – Ratification of Cost Auditor's remuneration

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 and other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and 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 **Cost Auditor** 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, 2017, be paid remuneration of ₹ 25,000/- (Rupees Twenty Five Thousand only) and applicable taxes plus reimbursement of actual out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6 – Appointment of Mr. Manoj Tulsian as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT Mr. Manoj Tulsian (DIN: 05117060) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 27, 2016 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ('the Act') read with Article 76 of the Articles of Association of the Company and in respect of whom the Company has received a

notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and who is liable to retire by rotation."

Item No. 7 – Appointment and fixing the terms of remuneration of Mr. Manoj Tulsian as Whole-time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and 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 such approvals, permissions and sanctions as may be required and subject also to such conditions and modifications as may be prescribed or imposed by any Authority including the Central Government when granting such approvals, permissions or sanctions, the consent of the Company be and is hereby granted to appoint **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) at the remuneration and on other terms and conditions as set out in the Agreement entered between the Company and Mr. Manoj Tulsian.

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

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 of the Company 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.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or any of the Key Managerial Personnel of the Company for the time being, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which may be considered necessary, desirable or expedient in this respect."

Item No. 8 – Keeping registers, returns etc. at place other than registered office

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 94 and other applicable provisions of the Companies Act, 2013 ('the Act') read with applicable rules, if any framed under the Act, the consent of the members of the Company be and is hereby given to keep the register of members and other registers/records to be maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at a place other than the registered office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide to keep the register and index of members, register and index of debenture-holders, register and index of any other security holders and register and index of beneficial owners etc. at the place of the Registrar and Transfer Agent of the Company at 303, Shopper's Plaza V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad 380009 and the copies of Annual Return together with the copies of all certificates and documents required to be annexed thereto and all other relevant documents, registers, records etc. at the Corporate Office of the Company at 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai-400055.

RESOLVED FURTHER THAT any one of the Director and/ or Company Secretary of the Company be and are hereby severally authorized to intimate to the Registrar of Companies and to do all such acts, deeds, matters and things which are requisite for the purpose of giving effect to this resolution."

By Order of the Board
For **JMC Projects (India) Limited**
Sd/-
Samir Raval
Company Secretary

May 27, 2016, Mumbai

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

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 HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing proxy should, however, 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. The attention of the Members is drawn to the proxy related provisions given in para 6 of the SS-2 i.e. Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India and approved by the Central Government.

   Pursuant to provisions of Section 105 of the Companies Act, 2013, 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. The statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. This Notice should also be construed as the special notice required under Section 115 read with Section 140 of the Companies Act, 2013 with respect to item No. 4 of the accompanying notice. An explanatory statement is also annexed with respect to the item No. 4.

4. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 6, 2016 to Thursday, August 11, 2016 (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.**

5. Members who hold shares in dematerialized form are requested to bring their detail of demat account (client ID and DP ID) for speedy and easier identification of attendance at the meeting.

6. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.

7. Members may note that the details of the Director seeking appointment / 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 Directors for his / her appointment / re-appointment.

8. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.

9. The dividend on equity shares, if declared at the AGM, will be payable on or after August 16, 2016 to those members:

   (a) whose names appear as Members 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 August 05, 2016; and

   (b) whose names appear in the list of Beneficial Owners on August 05, 2016 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

10. 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.

11. Members are requested to notify immediately any change in their address, bank account details and / or email 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 of the Company at M/s. Link Intime India Pvt. Ltd. Unit: JMC Projects (India) Limited, 303, Shopper's Plaza V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad 380009. Tel. & Fax: 079 26465179, e-mail: ahmedabad@linkintime.co.in

12. 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 Company's Registrar and Transfer Agent, 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.

13. 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 no. SH13 duly filled in, signed and send to the Company or Company's Registrar and Transfer Agent.

14. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of script less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of script less trading.

15. Member / proxy holder shall hand over the attendance slip, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of AGM venue is given in this report.

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 to the Company at its registered 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 accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Transfer Agent.

18. 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.

19. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 205A of the Companies Act, 1956, to the Investor Education & Protection Fund (IEPF), established by the Central Government under Section 205C of the Companies Act, 1956 and/or corresponding provisions of the Companies Act, 2013. No claim in respect to the dividend shall lie against the Company or IEPF after transfer of the dividend amount to IEPF.

    Accordingly, the unpaid / unclaimed dividend for the financial year ended March 31, 2009 is due for transfer to IEPF during August 2016. **Members are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend.**

    Members may note that the details of unclaimed / unpaid dividend lying with the Company has been uploaded on its website www.jmcprojects.com

20. **Communication through e-mail:** The situation of global warming demand 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 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 Registrar and Transfer Agent 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 receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by Ministry of Corporate Affairs (MCA) and your Company's desire to participate in the initiative.

If there is any change in email, shareholder can update his/her email in same manner as mentioned above.

The Notice of the AGM along with the Annual Report 2015-16 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 2015-16 will also be available on the Company's website www.jmcprojects.com

21. **Procedure of voting at AGM**

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have casted 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 or other appropriate process. 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., DPID & 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.

22. **e-voting facility**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 30th AGM and accordingly, business/resolutions as mentioned in this Notice shall be transacted considering 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. Yash Pareek proprietor of M/s. Yash Pareek & Associates, Practicing Company Secretaries (Membership No. A42874 & CP No. 15887), 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 Company may vary dates as mentioned herein, if necessary to meet the compliance or circumstances so warrant.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 30th AGM. The members attending the AGM, who have not already 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 received from Depositories as on August 05, 2016 ("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 Mr. Samir Raval, Company Secretary at the Corporate Office, on landline number 022-3005 1500 or Mr. Tarak Shah 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 email to helpdesk.evoting@cdslindia.com or contact CDSL on 18002005533.**

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 https://www.evotingindia.co.in. The Scrutinizer shall submit his report within two days of conclusion of the meeting and result will be declared forthwith on receipt of the Report.

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 08, 2016 (10:00 a.m) and will end on August 10, 2016 (5:00 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. August 05, 2016, may cast their

vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on August 10, 2016.

(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) • 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. • 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 EVEN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

(xix) Note for Non-Individual Shareholders and 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 emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 – Appointment of Statutory Auditors

The present Statutory Auditors M/s. Kishan M. Mehta & Co. have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under Section 140 read with Section 115 of the Companies Act, 2013 from a member proposing the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W100022), as the Statutory Auditors of the Company.

The Audit Committee of the Company at its meeting held on May 27, 2016 has considered the qualifications and experience of the proposed auditors and recommended their appointment to the Board. The Board has also considered the matter and recommends member's approval for the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors in place of the retiring Auditor M/s. Kishan M. Mehta & Co. The proper written consent from the proposed auditors together with the certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

Pursuant to Section 115 read with Sections 139(9) and 140 (4) of the Companies Act, 2013, a special notice is required to be given to the members of the Company if a person other than the retiring auditor is to be appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting.

Special notice is hereby given to the members of the Company to appoint M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors for a term of 5 (five) consecutive years till the conclusion of the 35th Annual General Meeting of the Company.

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

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

Item No. 5 – Ratification of Cost Auditor's remuneration

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditor of the Company for the financial year ending March 31, 2017, to conduct audit of cost records of the Company including in respect of construction, road, infrastructures and other business activities, as may be required for cost audit under the Companies Act, 2013 and Rules made thereunder, on a remuneration of ₹ 25,000/- plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor 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 in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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

The Board commends the Ordinary Resolution for the above matter as set out at item No. 5 of the accompanying Notice.

Item No. 6 & 7 – Appointment of Mr. Manoj Tulsian as Whole-time Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 27, 2016 appointed Mr. Manoj Tulsian (DIN: 05117060) as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act, 2013 ('the Act') read with Article 76 of the Company's

Articles of Association, Mr. Manoj Tulsian holds office upto the date of this Annual General Meeting. In terms of Section 160 of the Act, a notice in writing along with the requisite deposit of Rupees One Lakh has been received from a member of the Company, signifying his intention to propose Mr. Manoj Tulsian as a candidate for the office of Director, liable to retire by rotation.

Pursuant to Section 161 of the Act, Mr. Manoj Tulsian will hold office only upto the date of this Annual General Meeting and being eligible offers himself for the appointment as Director liable to retire by rotation and hence, the Resolution at item no. 6 of the Notice.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 27, 2016, subject to the approval of the members in general meeting also appointed Mr. Manoj Tulsian (DIN: 05117060) as the Wholetime Director of the Company for a period of 3 (three) years commencing from May 27, 2016 to May 26, 2019 (both days inclusive) at the remuneration and on the terms and conditions set out in the Agreement entered between the Company and Mr. Manoj Tulsian referred to in the resolution at item No. 7 of the Notice.

The principal terms and conditions of appointment of Mr. Manoj Tulsian as the Wholetime Director as contained in the above stated Agreement are as under:

I. Salary and Allowances :

Basic Salary	:	₹	4,00,000/-	per month
*Other Allowances/ Reimbursement of expenses	:	₹	7,25,000/-	per month
Total	**:**	**₹**	**11,25,000/-**	**per month**

*Other allowances / Reimbursement of expenses shall include Leave Travel Allowance, Free Meals Coupons, Gift Voucher (Annual), Helper Salary, Uniform Allowance etc.

II. Perquisites:

Below mentioned perquisites shall be allowed in addition to the Salary and Commission.

CATEGORY A:

1. Housing

Free, hard / semi-furnished accommodation owned or hired by the Company.

2. 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 rules.

3. Club Fees

The Company will arrange membership of one club at Mumbai.

4. Personal Accident Insurance

Premium on Personal Accident Insurance policy shall be taken in the name of the Whole-time Director as per Company Rule.

CATEGORY B:

Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity in accordance with the Gratuity Fund Rules, not exceeding half a month salary for each completed year of services, subject to maximum limit, as permissible under the Payment of Gratuity Act, 1972 as amended from time to time.

CATEGORY C:

Company's chauffer driven car for the use of Company's business and Telephone at residence shall be provided. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole-time Director. Working hours/days and leaves (including leave encashment) would be as per the Company's rules.

III. Commission / Performance Linked pay

Such remuneration by way of commission / Performance Linked pay, in addition to salary, perquisites and other allowances / reimbursement of expenses, subject to minimum of ₹ 45 lacs as calculated with reference to the net profits of the Company in particular financial year as may be determined by the Nomination and Remuneration Committee and/or by the Board of Directors of the Company, subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

IV. Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the Wholetime Director shall, subject to 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 Companies Act, 2013 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 Wholetime Director designated as "Wholetime Director & Chief Financial Officer" and such re-appointment as director shall not be deemed to constitute break in his appointment as a Wholetime Director designated as "Wholetime Director & Chief Financial Officer".

Mr. Manoj Tulsian, an Indian citizen, aged 45 years, professionally qualified as Chartered Accountant, Company Secretary and Cost & Works Accountant. Mr. Tulsian has more than 22 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. Manoj Tulsian does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Tulsian is interested in the resolution at item no. 6 of the Notice since it pertains to his appointment as a Director and in the resolution at item no. 7 of the Notice since it pertains to his appointment as the Whole-time Director of the Company and to the remuneration payable to him as the Wholetime Director. No other Directors and key managerial personnel of the Company and their relatives is interested or concerned, financial or otherwise, in the resolution at item nos. 6 and 7.

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

The Board commends the passing of resolutions as set out at item Nos. 6 and 7 of the accompanying Notice.

Item No. 8 – Keeping registers, returns etc. at place other than registered office

Pursuant to the provisions of Section 94 and other applicable provisions of the Companies Act, 2013 ('the Act') read with applicable rules framed thereunder, the Registers under Section 88 of the Act and Annual Return filed under Section 92 of the Act shall be maintained at the registered office of the Company. However, the aforesaid registers, returns and documents may be kept at any other place in India other than at the registered office of the Company with the approval of members given by way of special resolution passed at the general meeting of the Company.

Your Company management proposes with a view to attain operational and administrative convenience to keep the register and index of members, register and index of debenture-holders, register and index of any other security holders and register and index of beneficial owners etc. at the place of the Registrar and Transfer Agent of the Company at 303, Shopper's Plaza V, Opp. Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad 380009 and the copies of Annual Return together with the copies of all certificates and documents required to be annexed thereto and all other relevant documents, registers, records etc. at the Corporate Office of the Company at 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai-400055.

The said proposal would tantamount as keeping the above stated documents at the place other than the registered office of the Company and hence, this resolution to authorize the Board to decide in this regard appropriately. A copy of proposed special resolution is being forwarded in advance to the Registrar of Companies, as required under Section 94(1) of Act.

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

The Board commends the Special Resolution for the above matter as set out at item No. 8 of the accompanying Notice.

By Order of the Board
For **JMC Projects (India) Limited**
Sd/-
Samir Raval
Company Secretary

May 27, 2016, Mumbai
Registered Office:
A-104, Shapath-4, Opp. Karnavati Club,
S. G. Road, Ahmedabad – 380015.
CIN: L45200GJ1986PLC008717

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

Name of Director	Ms. Anjali Seth	Mr. Manoj Tulsian
Director Identification No.	05234352	05117060
Date of Birth	25.10.1958	14.12.1971
Qualifications	Bachelor of Laws	CA, CS, CWA
Expertise in functional field and brief resume	Ms. Seth provides various advisory and consultancy services to banks, financial institutions and corporates as a legal consultant. She has a rich and diverse experience of over 25 years in the field of law. She is associated with various companies which includes International Finance Corporation, Swaadhar Finserve and ANZ Grindlays Bank. She had the opportunity to work in UAE with real estate company, Emmar Properties. Ms. Seth served with Standard Chartered Bank as their Legal Head in India.	Mr. Tulsian has more than 22 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.
No. of Shares held in the Company	Nil	Nil
Other companies in which holds directorship	Ms. Seth holds directorship in 1. Kalpataru Power Transmission Limited, 2. ADF Foods Limited, 3. Caprihans India Limited, 4. Adlabs Entertainment Limited, 5. Kalpataru Limited and 6. Walkwater Properties Private Limited.	Mr. Tulsian holds directorship in 1. Kurukshetra Expressway Private Limited, 2. Brij Bhoomi Expressway Private Limited, 3. WainGanga Expressway Private Limited and 4. Vindhyachal Expressway Private Limited.
Chairperson/membership of the board committee of other companies.	Ms. Seth is (i) member of "Stakeholders Relationship Committee" of Caprihans India Limited and (ii) member of "Audit Committee" and "Stakeholders Relationship Committee" of Adlabs Entertainment Limited.	Mr. Tulsian is Chairman of "Audit Committee" of (i) Brij Bhoomi Expressway Private Limited, (ii) WainGanga Expressway Private Limited and (iii) Vindhyachal Expressway Private Limited and Chairman of "Nomination & Remuneration Committee" of (iv) Brij Bhoomi Expressway Private Limited and (v) WainGanga Expressway Private Limited.
Date of appointment, meeting attended and remuneration.	Ms. Seth was appointed as an Additional Director on the Board w.e.f. 01.08.2014. She was subsequently appointed as Director in Annual General Meeting held on September 27, 2014. Remuneration of Ms. Anjali Seth and other details are given in the Corporate Governance Report.	Mr. Tulsian was appointed as an Additional Director in the capacity of Whole-time Director on the Board w.e.f. 27.05.2016. Remuneration of Mr. Manoj Tulsian and other details are given in the Corporate Governance Report.
Relationship with other director, manager and KMP.	Ms. Seth is not a relative of any other director / KMP of the Company.	Mr. Tulsian is not a relative of any other director / KMP of the Company.