



JMC Projects (India) Ltd.

ENGINEERS & CONSTRUCTORS

Regd. & Corp. Office : A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad-380 015. INDIA

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January 16, 2013

Ref. No.: JMC/SEC/BSE/38/2012-13

Department of Corporate Relationship
The Bombay Stock Exchange Ltd.

Floor 25, P. J. Towers
Dalal Street
Mumbai 400 001

Company Code : 522263

Fax No. : 022 – 2272 3121 OR
022 – 2272 3719

Ref. No.: JMC/SEC/NSE/36/2012-13

The Manager

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla
Complex, Bandra (E), Mumbai 400 051

Company Code : JMCPROJECT – EQ

Fax No. 022 – 2659 8237 / 38

Sub : Updates on Postal Ballot

Ref. : Our earlier letter dated January 5, 2013 and January 7, 2013

Dear Sir,

With reference to above, Company's R & T Agent, M/s. Link Intime India Pvt. Ltd. had dispatched attached Postal Ballot Notice to all shareholders on January 12, 2013 along with resolution to be passed u/s. 293(1)(a) for delegation of authority to the Board of Directors of the Company for creation of charge, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of Banks / Financial Institutions, other investing agencies and trustees for the debentures / bonds / holders of other instruments to secure rupee / foreign currency loans and/or issue of debentures / bonds of any nature (hereinafter collectively referred to as "Loans") provided that the total amount of loans and facilities together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 4000 Crores (Rupees Four thousand Crores).

The Board of Directors has fixed the last date of receiving Postal Ballot forms by Mr. Tapan Shah, Scrutinizer is Saturday February 16, 2013 and the results of the same will be announced by the Scrutinizer is Thursday, February 21, 2013.

You are requested to take the same on your records.

Thanking you,

Yours sincerely,

FOR JMC PROJECTS (INDIA) LIMITED

AMIT RAVAL

VICE PRESIDENT & COMPANY SECRETARY

Committed to time & quality.



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office : A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380 015.

POSTAL BALLOT NOTICE

Dear Shareholder(s),

Sub : Notice pursuant to section 192A of the Companies Act, 1956

Notice is hereby given pursuant to section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed as Ordinary Resolution by way of Postal Ballot (not through electronic mode). Members' consent is requested for the proposal contained in the Resolution appended below. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration and approval.

The Company has appointed Mr. Tapan Shah, Practicing Company Secretary, Ahmedabad to act as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed, postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer **on or before the closing working hours on Saturday, February 16, 2013**. Please note that any postal ballot form(s) received after the said date will be considered invalid. No other form or photocopy thereof or other paper is permitted for casting a vote.

The Scrutinizer will submit his report to the Vice Chairman and Managing Director of the Company after completion of scrutiny and the results of voting by Postal Ballot will be announced on Thursday, February 21, 2013 at the Registered Office of the Company at A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380 015.

Place : Ahmedabad
Date : January 5, 2013

By order of the Board
For **JMC Projects (India) Limited**
Sd/-
Amit Raval
Vice President & Company Secretary

DRAFT ORDINARY RESOLUTION

I. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of Banks/Financial Institutions, other investing agencies and trustees for the debentures/ bonds/holders of other instruments to secure rupee / foreign currency loans and/or issue of debentures/ bonds of any nature (hereinafter collectively referred to as “Loans”) provided that the total amount of loans and facilities together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 4000 Crores (Rupees Four thousand Crores).”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

Regd. Office
A-104, Shapath – 4
Opp. Karnavati Club
S. G. Road,
Ahmedabad 380 015

By order of the Board
For **JMC Projects (India) Limited**
Sd/-
Amit Raval
Vice President & Company Secretary

Place : Ahmedabad
Date : January 5, 2013

Explanatory Statement
[pursuant to section 192(A)(2) and 173(2) of the Companies Act, 1956]

Item No. I

At the Annual General Meeting held on 18th July, 2008, the members had passed the resolution for creation of charge / mortgage / hypothecation on the Company's assets in favour of the lenders upto a limit of Rs. 2000 Crores (Rupees Two Thousand Crores) u/s 293(1)(a) of the Companies Act 1956. In view of the continuous growth of the Company in last few years and expected growth in near future, these limits are inadequate and therefore need to enhance the said limits to Rs. 4000 Crores (Rupees Four Thousand Crores).

The borrowings of the Company need to be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the lenders. As the documents to be executed between the lenders and the Company, it is necessary to pass a resolution under Section 293(1)(a) of the Companies Act, 1956, for creation of charges/ mortgages/ hypothecations on company's assets for an amount not exceeding the limit of Rs. 4000 Crores (Rupees Four Thousand Crores).

In accordance with the provisions of Section 293(1)(a) of the Companies Act, 1956, the resolution for giving effect to the **creation of charge on the properties / assets of the Company**, is to be passed as an Ordinary resolution. Therefore, your approval is sought under the provisions of Section 192A of the said Act, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, through voting by postal ballot.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Regd. Office

A-104, Shapath – 4
Opp. Karnavati Club
S. G. Road,
Ahmedabad 380 015

By order of the Board
For **JMC Projects (India) Limited**
Sd/-
Amit Raval
Vice President & Company Secretary

Place : Ahmedabad
Date : January 5, 2013



JMC Projects (India) Ltd.
(A Kalpataru Group Enterprise)

Registered Office: A-104, Shapath – 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380 015

POSTAL BALLOT FORM

Serial No.:

(1) **Name & Registered Address of the Sole/ first name shareholder.** :
(in block letters)

(2) **Name(s) of the joint holder(s)** :

(3) **Registered Folio No. / DPID No. / Client ID No.*** :
(*Applicable to investors holding shares in demat form)

(4) **No. of Share(s) held** :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate box below :

Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1. Ordinary Resolution for creation of charge / security in favour of lenders under section 293(1)(a) of the Companies Act, 1956 upto Rs. 4000 crores (Rupees Four Thousand Crores)			

Place :

Signature of the Shareholder(s)

Date :

Note : Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Envelopes containing postal ballot forms, if sent by courier, at the expenses of the member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. Unsigned, incomplete or incorrectly tick marked Postal Ballot Form will be rejected.
5. Postal Ballot shall not be exercised by a Proxy.
6. The scrutinizer's decision on the validity of the Postal Ballot Form will be final.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, February 16, 2013. Postal Ballot form received after this date will be considered as invalid.
8. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot should be accompanied by a certified copy of the Board Resolution / Authority to gather with the specimen signatures of the Authorized Signatory.
9. A member need not use all his votes nor does he need to cast all his votes in the same way.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of despatch of the Notice annexed herewith.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. No other form or photocopy of this postal ballot is permitted for exercising the vote.
13. The result of the Postal Ballot will be declared on Thursday, February 21, 2013 under the instructions of the Vice Chairman and Managing Director at the Registered Office of the Company.