



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 30011600 cs@jmcprojects.com CIN:L45200GJ1986PLC008717

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 29th Annual General Meeting (AGM) of the Members of JMC Projects (India) Limited will be held on Tuesday, September 29, 2015 at 12:30 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380009, to transact the following businesses.

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements including balance sheet as at March 31, 2015, profit and loss statement, cash flow statement for the year ended on that date, Report of the Board and Auditors of the Company thereon and audited consolidated financial statements for the year ended March 31, 2015.
2. To declare and sanction payment of Dividend of Rs. 1.00 per equity share of face value of Rs. 10 each, for the financial year 2014-15.
3. To appoint a Director in place of Mr. Manoj Kumar Singh, who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an **ordinary resolution**.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 and provisions of the Companies Act 1956, if and to the extent applicable, M/s. Kishan M. Mehta & Co., Chartered Accountants (ICAI Registration No. 105229W), be and are hereby appointed as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that Board of Directors be and is hereby authorized to fix their remuneration and reimbursement of out of pocket expenses, as may be incurred, in the performance of audit."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications the following resolution as an **ordinary resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), M/s. K. G. Goyal & Associates, Cost Accountants, the Cost Auditor appointed 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, 2016, be paid the remuneration as set out in the Statement annexed to this Notice convening this Annual General Meeting;

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."

By order of the Board
For JMC Projects (India) Limited
Sd/-
Suresh Savaliya
Company Secretary

May 28, 2015. Mumbai

Corporate Off: 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055. Tel: 022 30051500



For JMC Projects (India) Limited

Company Secretary



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.

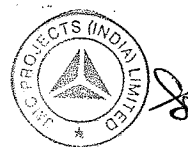
Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. 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. A Proxy form is appended with the attendance slip.

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. Those who hold shares in dematerialized form are requested to bring their detail of demat account (client ID and DP ID) for easier identification of attendance at the meeting.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 26, 2015 to Tuesday, September 29, 2015 (both days inclusive) in connection with the Annual General Meeting and dividend.

The dividend as recommended by the Board, if declared at the meeting, will be paid to those members whose names appear on the Company's Register of Members on relevant date of book closure. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

7. 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. In respect to those shareholders holding shares in physical form or ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrants / demand drafts.
8. Members are requested to notify immediately any change in their address, bank account details and email to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect to physical shareholding, to the Registrar & Share 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. ahmedabad@linkintime.co.in
9. Equity Shares of the Company are under compulsory demat trading by all investors. Considering the advantages of script less / demat trading, shareholders are advised to get their shares demated so as to avoid inconvenience in future.
10. 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 venue of AGM is given in this Notice.
11. 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.
12. Shareholders are requested to note that dividends, which are not encashed and remain unpaid or unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by Central Government as per 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.

Members are requested to contact the Company Secretary of the Company or RTA to encash their unclaimed dividend.





13. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. The Company has uploaded the information in respect of the unclaimed dividends on the website of the Company viz. www.jmcprojects.com
14. Communication through e-mail: The Companies (Management and Administration) Rules, 2014 allow companies to give notice through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement read with Rule 11 of the Companies (Accounts) Rules, 2014 companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose.

In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members.

To support green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

- In respect of electronic holdings with the Depository through their concerned Depository Participants.
- Members who hold shares in physical form are requested to send their e-mail address to cs@jmcprojects.com 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 MCA and your Company's desire to participate in the initiative. If there is any change in email, shareholder can update his email in same manner as mentioned above.

15. 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 vote by fill-up, sign and submit the ballot paper in the meeting. The Company will make arrangement in this respect including distribution of ballot papers, scrutinizer etc. Members will need to write in ballot paper, inter alia, relevant folio, demat account number, dpid, number of shares held etc. if the Company opt 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.

16. e-voting facility

Pursuant to Listing Agreements, section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) 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. Haresh Malusare of Haresh M & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, 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 Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on September 23, 2015 ("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. Suresh Savaliya, Company Secretary at corporate office, on 02230051500 or Mr. Tarak Shah at registered office on 07930011500 or 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.

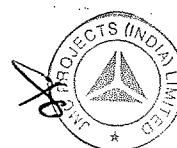
The instructions for members for voting electronically are as under.

- (i) The e-voting period begins on September 26, 2015 (10:00 a.m) and will end on September 28, 2015 (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 / record date of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form

	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 first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 EVSN 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 same 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) 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.
- (xix) 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. 5 – Appointment of Cost Auditor

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 on March 31, 2016, to conduct audit of cost accounting 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 Rs. 25,000/-, applicable taxes and 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 shareholders of the Company.

Accordingly, 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, 2016.

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 in the Notice for approval by the shareholders.

By order of the Board
For JMC Projects (India) Limited
Sd/-
Suresh Savaliya
Company Secretary

May 28, 2015. Mumbai

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

For JMC Projects (India) Limited

Company Secretary



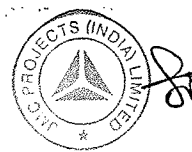
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING.

Name of Director	Mr. Manoj Kumar Singh
Director Identification No.	DIN: 05286106
Date of Birth	13.12.1962
Qualifications	B.E. (Civil) from University of Mysore and M.B.A. (Finance) from IMT, Ghaziabad.
Expertise in functional field and brief resume	He started off his career as Graduate Engineer Trainee and worked at different positions with various departments in M/s. Gannon & Dunkerley & Co. Ltd for last 25 years and lastly as Sr. Vice President. As a Business Head he has secured and successfully executed many Power Projects, Petrochemical & Refinery Plants, Steel Plants, Cement Plants & other major Industrial Projects as well as Infrastructure Projects like Railway Tracks, Bridges and Highways.
No. of Shares held in the Company	Nil
other companies in which holds directorship	None
Chairman/member of the board committee of other companies.	None
Date of appointment, meeting attended and remuneration.	Mr. Singh has been appointed on the Board w.e.f. 18.05.2012. He has attended all meetings of the Board and committees, wherein he is members, held during the financial year 2014-15. Remuneration and other details are given in the corporate governance report.
Relationship with other director, manager and KMP.	Mr. Singh is not a relative of any other director / KMP of the Company.





(Route map / direction to reach at the venue of AGM)





JMC Projects (India) Limited

(CIN:L45200GJ1986PLC008717)

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

Form No. MGT 11: Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014

Proxy Form

Name of Member	Registered address & Email Id:			
DPID & client ID	Folio	No. of equity shares		

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

Sr.	Name of proxy	Address & email 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 29th Annual general meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on Tuesday, September 29, 2015 at 12:30 p.m. at Ahmedabad Textile Mills' Association, ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380009 and at any adjournment thereof in respect of such resolutions as are indicated below resolution no. (Mentioned in detail in AGM Notice):

Item No.	Resolutions	Vote (optional, see Note 2)	
		For	Against
1.	Consider and adopt the audited financial statement etc. for the financial year ended on March 31, 2015.		
2.	Declare dividend for the financial year ended March 31, 2015.		
3.	Appoint a director in place of Mr. Manoj Kumar Singh, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of statutory auditor M/s Kishan M. Mehta & Co.		
5.	Ratifying remuneration to cost auditor for the FY 2015-16.		

Signed this _____ day of _____ 2015

Signature of Proxy holder(s)

Signature of Shareholder

Affix
revenue
stamp

Notes:

- The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later 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.

