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

February 16, 2015

Corporate Service Department **Bombay Stock Exchange Limited** 25th 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 (E) Mumbai 400 051
Fax No. 022 2272 3121 / 3719	Fax No. 022 2659 8237 / 38 / 8238
Scrip Code: 522263	Trading Symbol: JMCPROJECT – EQ

Sub. : Notice of postal ballot and e-voting

Dear Sirs,

This is to inform you that ppursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated February 5, 2015 being dispatched to shareholders of the Company to obtain their assent/ dissent for the following matters through postal ballot including e-voting.

(a) Special Resolution under Section 73, 74, 76 and applicable provisions of the Companies Act, 2013 and Rules made thereunder to continue the existing unsecured deposits accepted under the provisions of the Companies Act, 1956 and to invite, accept, renew deposits from public/members as per resolution given in the Notice.

(b) Special Resolution under section 42, 71 of the Companies Act 2013, Rules made thereunder and applicable law, consent of members and authorizing the Board to create, offer and allot Nonconvertible debentures (NCDs) and/or Debt Securities.

A certified copy of the above referred postal ballot notice is attached herewith.

Further, Mr. Haresh Malusare of Haresh M & Associates has been appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members of the Company have been advised to return the duly completed Postal Ballot Form, so as to reach the Scrutinizer, on or before March 19, 2015. e-Voting period begins on February 18, 2015 (9:00 a.m.) and ends on March 19, 2015 (6:00 p.m.). Detail instructions for e-voting is given in the Postal Ballot Notice.

You are kindly requested to acknowledge and take the above in your record.

Yours faithfully
For JMC Projects (India) Limited

Suresh Savaliya
Company Secretary

Encl. as above

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 • E-mail : cs@jmcprojects.com • CIN: L45200GJ1986PLC008717

POSTAL BALLOT NOTICE FOR SEEKING CONSENT OF EQUITY SHAREHOLDERS / MEMBERS OF THE COMPANY

To
Members

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and applicable provisions of the Listing Agreements with Stock Exchanges where equity shares of the Company are listed that the Company seeks approval of members to the resolutions, appended herewith in respect to authorizing the Board to determine to continue deposits accepted by the Company from time to time under the applicable provisions of the Companies Act 1956 and to accept deposits and relating to issue of NCDs / Debt Securities, proposed to be passed by way of the Postal Ballot (including voting through electronic mode).

Resolutions and statement under section 102 of the Act setting out the material facts, relevant detail and reasons for the respective resolution is appended herewith for your consideration. A postal ballot form is also attached herewith, to facilitate exercise votes for assent or dissent of shareholders to the said Resolutions.

The Board of Directors of the Company has appointed Mr. Haresh Malusare of Haresh M & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Please read carefully the instructions mentioned in this notice and printed on the backside of postal ballot form and request you to convey your assent or dissent by returning the postal ballot form duly signed and completed in all respects, so as to reach the Scrutinizer **on or before the closing working hours on March 19, 2015 and addressed to "The Scrutinizer, c/o. Company Secretary, JMC Projects (India) Ltd, 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055.** Please note that any postal ballot form received after the said date shall be treated as if such reply / postal ballot has not been received.

The Scrutinizer will submit his report addressed to the Chairman of the Company after completion of scrutiny of postal ballots received from members. Results of voting by Postal Ballot will be announced by Dy. Managing Director or any other Director on or around March 26, 2015 at the corporate office and also be hosted on website of the Company www.jmcprojects.com. The Result will also be informed to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

e-voting Option: The Company is pleased to offer e-voting facility as an alternative, which would enable the members to cast votes electronically / online, instead of physical postal ballot form. e-voting is optional. Please carefully read and follow the instructions on e-voting given in this Notice.

Members need any clarifications or details may contact the Company Secretary.

RESOLUTIONS

1. **CONTINUATION, INVITATION, ACCEPTANCE OF THE DEPOSITS**

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

"RESOLVED THAT pursuant to applicable provisions of sections 73, 74, 76 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Acceptance of Deposits) Rules, 2014 (the Rules) and other applicable statutory provisions (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuance of existing unsecured deposits, accepted/renewed by the Company under the applicable provisions of the Companies Act, 1956 and rules made thereunder from time to time and in accordance with the terms and conditions of such deposits;

JMC Projects (India) Limited

"**RESOLVED FURTHER THAT** pursuant to sections 73, 76 and other applicable provisions, if any, of the Act and the Rules and other applicable statutory provisions, consent of the Members of the Company be and is hereby accorded and the Board authorized to invite, accept and renew deposits, up to the permissible limit, from time to time, on such terms, as it may think fit;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term is deemed to include committee thereof) be and is hereby authorized to do such acts, deeds and matters as it may, in its absolute discretion, deems necessary or desirable in relation to the existing deposits / deposits including to continue, discontinue, repay, prepay the deposits and other arrangement as may be permitted, to determine about the terms, secure/unsecure, interest, renewal etc of deposits and do such acts and deeds as may be necessary for obtaining approvals, exemption, extension etc, to settle and resolve all matters or difficulties 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 principle officer of the Company and generally to do all such acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

2. AUTHORITY FOR ISSUE OF NCDs / DEBT SECURITIES

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

"**RESOLVED THAT** pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, SEBI (Issue and Listing of Debt Securities) Regulation 2008, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of JMC Projects (India) Limited (the Company), other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debentures, bonds, instruments and other debt securities (Debt Securities) up to amount of Rs. 150 crores (Rupees one hundred and fifty crores), in one or more series, tranches and currencies, on a private placement basis, to one or more persons including bodies corporate, banks, financial institutions, mutual funds, funds, NBFCs, agencies, trustees and other eligible persons in India and abroad, upon the terms and conditions as the Board may consider proper and determine from time to time, in its discretion;

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and statement referred to as the "Board" which term includes its committee), be and is hereby authorised to decide the terms and conditions of NCDs / Debt Securities including time of issue, price, interest, redemption, premium, discount, security, listing on stock exchange and all such terms as the Board may in its absolute discretion deems fit and do such actions and deeds as may be necessary, to decide about utilization of issue proceed and to clarify and settle all matters and difficulties arising out of and incidental thereto, to withdraw or abandon the issue, to appoint lead managers, underwriters, trustees, agents, guarantors, depositories, custodians, escrow banks, bankers, advisors and all such agencies and intermediaries as may be necessary and execute all such arrangements, agreements, offer documents, memorandum, undertakings, representations, documents, trust deed and writings that may be necessary in relation to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the above powers to Committee or any Director or 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."

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 – Continuation, Invitation, Acceptance of the Deposits

The Company had accepted / renewed unsecured Deposits from members and other persons as per the terms and schemes approved by Board from time to time as per the then provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975. The Government of India has replaced the Companies Act 1956 with new Companies Act 2013 and accordingly the provisions relating to public deposits are also subject to changes.

As per section 74 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014, the company which had accepted deposits ("earlier deposits") under the relevant provisions of the Companies Act, 1956 and the Rules made there under and has been repaying such deposits and interest thereon in accordance with those provisions, the provisions of repaying the deposits within one year from April 1, 2014 shall be deemed to have been complied with, if the company complies with the applicable provisions of the Act and the Rules. It is desirable to continue the earlier deposits beyond March 31, 2015 and therefore approval of members is sought in this respect.

The Resolution also enables the Board to determine to invite, accept, renew secured / unsecured deposits from public/members on such terms and conditions as the Board may determine considering the financial requirement of the Company from time to time, up to the permissible limit, subject to necessary compliance including to issue of circular, advertisement etc as may be applicable in this respect.

"Credit Analysis and Research Limited (CARE) has assigned CARE A+ rating to the deposits, which indicates adequate degree of safety regarding timely servicing of financial obligations."

The Company would arrange insurance in relation to the deposits, to the extent necessary under the Act and the Rules.

The Board recommends the resolution set out in the Notice for your approval by way of passing special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except that mother of Mr. Hemant Modi, a Director of the Company, who holds deposit of rupee one lac.

Item No. 2 – Authority for issue of NCDs / Debt Securities

The Company is into the business *inter alia* of construction of buildings, factories, infrastructure and other activities. To meet the fund requirement for the existing and future operation of the Company and other purposes, it requires to raise fund from time to time as may the circumstances warrant. Financial result of the Company, containing turnover, borrowings etc is available on the website of the Company.

As per section 42 of the Companies Act 2013 **(the Act)** and Rules thereunder, a company offering or making an invitation to subscribe to secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

Issue of NCDs / Debt Securities on private placement basis could be sources of borrowing for the Company. Therefore, approval of the members of the Company is being sought by way of special resolution under section 42 and applicable provisions of the Act, Rules made thereunder, other applicable law, on the terms and for amount as set out in the Resolution, to enable the Board to make a private placement of NCDs and also enable for issue of Debt Securities in international/domestic capital markets, in order to meet the financial needs of the Company in a prudent manner. Terms including pricing, interest etc will be determined by the Board at the time of issue keeping in view the prevalent market practice or in interest of the Company. The NCDs / Debt Securities may be listed on one or more stock exchanges, as per applicable statutory provisions.

The Board recommends the resolution set out in the Notice for your approval by way of passing special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of NCDs/Debt Securities that may be subscribed by them, companies, firms etc in which they are interested or concerned.

By order of the Board
For JMC Projects (India) Limited

JMC Projects (India) Limited

Suresh Savaliya
Company Secretary

February 5, 2015, Mumbai

NOTES / INSTRUCTIONS

1. NOTES

1.1 Statement pursuant to section 102 of the Companies Act, 2013 setting relevant detail and material facts is given hereto.

1.2 Relevant documents including deposit schemes referred to in the notice and statements are open for inspection by the members at the registered office of the Company on all working days during office hours, except Saturday.

1.3 Pursuant to the provision of section 102 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014 and other applicable provisions, if any, of the applicable law, the assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice dated February 5, 2015 is being passed through Postal Ballot including voting through electronic means.

1.4 The Notice is being sent to all members by post and electronically by email to those members whose emails registered with the Depository / Company. The Notice is being sent to members whose names appear in the register of members / records of the Depositories as on February 6, 2015, which would also be the cutoff date to reckon paid-up value of the equity shares and rights of voting.

2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

Instructions for exercising the vote through physical postal ballot are given in the Ballot Form accompanied with the Notice.

3. VOTING THROUGH ELECTRONIC MODE

Members have an option to vote either through e-voting or through postal ballot form. If a member has opted for e-voting, then he/she should not vote by postal ballot also and vice versa. However in case members cast vote both via physical ballot and e-voting, then voting through valid physical ballot shall prevail. Procedure and instruction for members for e-voting (convey assent or dissent) through electronic mode is as under.

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

(i) **The voting period begins on February 18, 2015 (9:00 a.m.) and ends on March 19, 2015 (6:00 p.m.).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 6, 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".

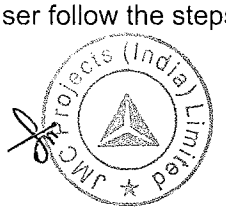
(iv) Now Enter your User ID

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
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 Postal Ballot Form. • 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 reach directly 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.

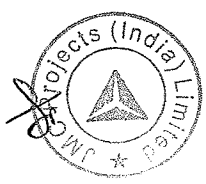
(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(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 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.

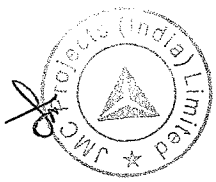


(xviii) Note for Non – individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evtongindia.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 or contact CDSL on 1800 200 5533 or Mr. Suresh Savaliya on 022 30051500.

In case the Members received email but do not wish to avail the e-voting facility organized through CDSL, such members may send a request to the Company at s.savaliya@jmcprojects.com to obtain the Notice and Postal Ballot in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the members to exercise vote through physical ballot.



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Tel: 079 30011500 Fax: 079 30011500 cs@jmcprojects.com
CIN: L45200GJ1986PLC008717

POSTAL BALLOT FORM

Serial No.:

1. Name & registered address of the sole / first named share holder :

2. Name(s) of the Joint Shareholder(s), if any :

3. Registered folio Number or DPID No. & Client ID No. :

4. Number of equity shares held :

5. 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 dated February 5, 2015, of JMC Projects (India) Limited (the **"Notice"**) by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by **placing the tick mark (√) at the appropriate column below.**

Description of Resolution	No. of shares held	I/we assent to the resolution	I/we dissent to the resolution
Special Resolution under Section 73, 74, 76 and applicable provisions of the Companies Act, 2013 and Rules made thereunder to continue the existing unsecured deposits accepted under the provisions of the Companies Act, 1956 and to invite, accept, renew deposits from public/members as per resolution given in the Notice.			
Special Resolution under section 42, 71 of the Companies Act 2013, Rules made thereunder and applicable law, consent of members to create, offer and allot Non-convertible debentures (NCDs) and/or Debt Securities.			

Date:
Place:

Signature of Shareholder

E-VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number	*Default PAN or Sequence No.

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Please read carefully the instructions before exercising the vote. Relevant instructions are given in the Notice and in this Ballot form, including last date of receipt of postal ballot form, period for evoting etc.

JMC Projects (India) Limited

INSTRUCTION FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

1. A member desiring to exercise vote in favor / assent (FOR) or vote against / dissent (AGAINST), shall put 'Tick Mark' in appropriate column in the Postal Ballot, duly sign and complete the Postal Ballot Form and return it in the envelope, so as to reach to the Scrutinizer on or before March 19, 2015 and addressed to "The Scrutinizer, c/o. Company Secretary, JMC Projects (India) Ltd, 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055.

   All Postal ballot forms received after said date will be strictly treated as if the reply from such shareholder has not been received.

2. Members are requested to exercise voting right by using the Postal Ballot Form provided by the Company. No other form or photocopy of the form is permitted.

3. The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholder in a joint holding, the Form may be completed and signed by next named shareholder.

4. Where the postal ballot has been signed by an authorized representative of body corporate, companies, trusts, societies etc, the duly completed Postal Ballot Form should be accompanied by an original or certified copy of board resolution or proper authority, in respect to voting.

5. A member may sign the form through an Attorney appointed for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.

6. Only members entitled to vote is entitled to fill-up the postal ballot form and sent it to the Scrutinizer, and that any recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

7. Members are requested not to send any other papers along with the postal ballot form.

8. Incomplete, unsigned, incorrectly filled, materially defaced; Postal Ballot Forms are subject to rejection by the Scrutinizer. Votes would be considered invalid on such grounds which in opinion of the Scrutinizer makes the votes invalid.

