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

September 29, 2014

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.: Amendment in Articles of Association of the Company

Dear Sirs,

This is to inform you that the shareholders of the Company, in the Annual General Meeting of the Company held on September 27, 2014, have passed special resolution for approval and adoption of new set of regulations of Articles of Association of the Company.

Attached herewith the certified copy of the special resolution and amendments / amended Articles of Association of the Company.

This is in compliance with the provisions of Listing Agreements and for your information.

Kindly acknowledge receipt

Thanking You

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

Suresh Savaliya
Company Secretary

Encl.: As above

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CERTIFIED TRUE COPY OF THE STATEMENT AND SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF JMC PROJECTS (INDIA) LIMITED IN THE ANNUAL GENERAL MEETING HELD ON SEPTEMBER 27, 2014.

Adoption of new regulations of Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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."

Statement pursuant to section 102 of the companies act 2013

Regulations of the Articles of Association **("AoA")** of the Company as presently in force from incorporation of the Company as amended time to time. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013.

The Companies Act 2013 (the Act) is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Substantive sections of the Act which deal with the general working of companies stand notified and are in force.

With the Act coming into force, several regulations of the existing AoA of the Company require alteration or deletions. Further it is desirable to have additional provisions in AoA to meet the requirements of the Companies Act, 2013. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of regulations / articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of Schedule I of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

(a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
(b) the nominee of a deceased sole member are recognized as having title to the deceased's interest in the shares;

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(c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
(d) provision relating to directors liable to retire by rotation and non-rotational directors;
(e) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
(f) existing articles have been streamlined and aligned with the Act;
(g) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
(h) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA, wherever appropriate, as they would only lead to duplication, their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. The proposed new draft AoA is being uploaded on the Company's website www.jmcprojects.com for perusal by the shareholders. A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and during the Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 15 of the Notice.

The Board commends the Special Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

Certified True Copy
For JMC Projects (India) Limited

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Suresh Savaliya
Company Secretary