



J.KUMAR INFRAPROJECTS LINTIED

CIN NO L74210MH1999PLC122886

16-A, Andheri Industrial Estate, Veera Desai Road, Andheri, Mumbai-53

Tel.: 67743555 • Fax : 26730814 • Website : www.jkumar.com

NOTICE OF POSTAL BALLOT

(Pursuant to Sec 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given to the Members, pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof) ("Postal Ballot Rules"), as amended from time to time, that resolutions appended below are proposed to be passed as a Special Resolution by way of Postal Ballot.

The Board of Directors of the Company at its meeting held on Tuesday 20th May 2014, subject to the approval of the Members of the Company by way of a Special Resolution and subject to the necessary approval of such authorities as may be required, has approved the following resolutions as set out in the notice.

Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Postal Ballot Rules and Clause 35B of the Listing Agreement, the consent of the Members for the above purpose is sought to be obtained by way of Postal Ballot / e-voting ("Postal Ballot"). The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956) read with Section 110 of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Postal Ballot Rules, setting out the material facts of the resolutions is appended below for consideration of the members.

Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said resolutions setting out the material facts and reasons thereof is annexed to the Notice. Said Resolutions and Explanatory Statement thereto along with the Postal Ballot Form is being sent herewith for your consideration.

The Company has appointed Mr. DSM Ram, Proprietor of DSMR & Associates, Practising Company Secretary, Hyderabad as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to go through the proposed Resolutions along with the Explanatory Statement and then mark your ASSENT or DISSENT by filling the details and affixing your Signature at the marked place in the Postal Ballot Form and return it in the enclosed postage Business Reply Envelope so as to reach the Scrutinizer on or before Monday 30th June 2014. Your ASSENT or DISSENT received after Monday 30th June 2014. would be strictly treated as if no reply has been received. Upon completion of the scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman/Managing Director. The results of the Postal Ballots shall be announced on Thursday, 3rd July 2014 at the Registered Office of the Company and shall also be displayed on the company's website www.jkumar.com besides communicating to the Stock Exchange on which the shares of the Company are listed.

The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the Postal Ballot Form.

Shri Jagdishkumar Gupta, Chairman cum Managing Director and Ms Poornima Reddy, Company Secretary of the company are authorized jointly and severally to do all necessary steps, acts, deeds and things as may be required to complete the procedural and other formalities for getting the resolutions passed through postal ballot.

SPECIAL RESOLUTION:

1. Authorisation for borrowing money u/s 180 (1) (c) of the Companies Act 2013

To consider and give ASSENT/DISSENT to the following resolution as a Special Resolution.

"RESOLVED THAT in supersession to the Resolution passed in the 14th Annual General meeting held on 26th August 2013 , on the matter and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association

of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (C) of the Companies Act, 2013 borrow to, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, by way of loans, cash credit, advances, or deposits, or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress, investments, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs 3,500 crores (Rupees Three Thousand Five Hundred Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things including but not restricted to Debenture Trust Deeds or Mortgage, Charge, Hypothecation, Lien, Promissory Notes, Deposits and other deeds and Instruments or writings containing such conditions and covenants as the Directors may think fit with powers to vary and / or alter the terms and conditions of security created / to be created and to execute all such documents, instruments and writings as may be required."

2. Providing Security u/s 180 (1) (a) of the Companies, 2013 in connection with the borrowings of the Company

To consider and give ASSENT/DISSENT to the following resolution as a Special Resolution.

"RESOLVED THAT in supersession to the Resolution passed in the 14th Annual General meeting held on 26th August 2013, on the matter and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 ("Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (a) of the Companies Act, 2013, to create mortgages/charges on all or any of the immovable and movable properties and assets, both present and future exclusively or ranking pari passu with or second or subservient or subordinate to the mortgages/charges already created or to be created in future by the Company for securing any loans and/or advances or guarantees and/or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company or any other Body Corporate, from financial institutions, insurance companies, banks or credit agencies, incorporated or constituted in India or abroad, machinery suppliers and/or other persons or institutions providing finance for purchase of assets or for making investments or for working capital or for purchase of assets or for making investments or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debentureholders/bondholders appointed or that may be appointed hereafter as securities for debentures/bonds issued or that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed by more than Rs 3,500 crores (Rupees Three Thousand Five Hundred Crores only) over and above the aggregate of the paid up capital and free reserves of the company being the amounts consented by the Company, by the Resolution passed at this meeting pursuant to Section 180(1)(c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders/trustees and all other monies payable by the Company AND THAT the mortgages/charges created by the Company so far be and they are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to and cause to prepare, finalise, approve and execute on behalf of the Company with the lending financial institutions, banks, credit agencies, machinery suppliers, institutions and the trustees for the debentures/bondholders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolutions".

3. Transaction with Related Party under Section 188 of the Companies Act 2013.

To consider and give ASSENT/DISSENT to the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with

effect from 1st April, 2014 upto an amount of Rs 90 Crores for the purpose of purchase of Corporate House for the Company and taking lease and license of Unit No 16A, 14, 134, 145 and 146 situated at Andheri Industrial Estate, Veera Desai Road, Mumbai upto the maximum amount of Rs Seventy Two lakhs Sixty Thousand only (72,60,000/-) per annum amounts as appended below: **(Rs. in Crores)**

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014				
	Transactions defined u/s 188(1) of Companies Act, 2013			
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES :-				
COMPANIES:				
J. Kumar Developers Limited	—	90.00	-	-
DIRECTORS / KMPs / RELATIVES OF DIRECTORS AND KMPs 1 OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
a) Mr. Jagdishkumar Gupta b) Mr. Kamal J Gupta c) Mr. Nalin J Gupta d) J. Kumar & Co		-	0.72	

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors and/ or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

By order of the Board
For J. Kumar Infraprojects Limited

Date: 20th May 2014
Place: Mumbai – 53

Jagdishkumar Gupta
Chairman cum Managing Director

Encl: 1) Notice and Explanatory Statement
2) Postal Ballot Form
3) Self – addressed Postage prepaid envelope.

NOTE:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed.
2. The Notice is being sent to all Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited as on Friday 23rd May 2014. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date should treat the notice as intimation only.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. However, envelopes containing the Postal Ballot Form, if sent by Courier at the expense of eligible Members, will also be accepted.
4. The results of this Postal Ballot will be declared on Thursday, 3rd July 2014 at 12.00 Noon at the registered office of the Company.
5. Members are requested to make all correspondence pertaining to shares to the Company's Registrar & Transfer Agent.
6. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. The facility of voting by electronic means is being provided by Karvy Computer Share Private Limited for which the same will be mailed to Members separately by the RTA.
8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m and 1.00 p.m on any working day except Saturday and public holidays.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 sets out all material facts relating to the business mentioned in the accompanying Notice dated Tuesday, 20th May 2014:-

Item No: 1 & 2

As the Members are aware, the Company in its 14th Annual General Meeting held on 26th August 2013 had authorised the Board of Directors to borrow an amount not exceeding Rs 3500 Crores and to create charge/mortgage etc., in the said regard for a corresponding amount.

The said resolutions were passed pursuant to the provisions of Section 293(1) (a) and Section 293 (1) (d) for the Companies, Act 1956. However, in view of the notification of certain Sections under the Companies Act, 2013, Section 180 (1) (a) and 180(1)(c) of the said Act stand to have replaced the corresponding provisions of Section 293 (1) (a) and Section 293(1) (d) of the Companies Act 1956.

In view of the aforesaid, the corresponding resolutions under Section 180 (1) (a) and 180(1)(c) of the Companies Act 2013 are proposed for your consideration and approval through Postal Ballot.

None of the directors and key managerial personnel and their relatives is interested in this resolution except to the extent of their shareholding in the Company.

Item No: 3

Transaction with Related Party under Section 188 of the Companies Act 2013

The provisions of Section 188(1) of the 2013 Act that govern the following Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs. 10 crores or more, the prior approval of shareholders by way of a Special Resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company

The provisions of section 188(3) provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the transactions along with limits that your Company may enter into with its Related Parties (as defined under the 2013 Act) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014				
	Transactions defined u/s 188(1) of Companies Act, 2013			
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES :-				
COMPANIES:				
J. Kumar Developers Limited	—	90.00	-	-
DIRECTORS / KMPs / RELATIVES OF DIRECTORS AND KMPs 1 OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
J. Kumar & Co Mr. Jagdishkumar Gupta Mr. Kamal J Gupta Mr. Nalin J Gupta		-	0.72	

- a) Name of the related party and nature of relationship: As provided in table above.
- b) Nature, duration of the contract and particulars of the contract or arrangement:
- 1) J. Kumar Infra had entered a Contract/Purchase Agreement with J. Kumar Developers limited for the purpose of purchase of Corporate Office space and had entered into an MOU through vide agreement dated 26th April 2014 for total amount of Rs 90 Crores and had paid an amount around of Rs 64 Crores till date and the completion and hand over of the Corporate Office space may take 2 to 3 years. The Audit Committee has obtained valuation report of the proposed purchase of property, and after careful consideration recommend for the purchase, for consideration of Board. Further the Board of Directors of the Company, at its Meeting held on Tuesday, 20th May 2014, has approved, subject to the approval of Members of the Company.
 - 2) The Board of Directors at its meeting held on April 03, 2014 approved the entering into a Leave and License Agreement with J. Kumar & Co, Mr. Jagdishkumar Gupta and Mr. Kamal J Gupta for taking on Leave and license the premises Unit No 16-A for registered office, Unit No 14, 134, 145 and 146 for business purpose.
- C) Material terms of the Contract or arrangement including the value, if any : As referred in point (b) above.
- D) Any advance paid or received for the contract or arrangement, if any :
- J. Kumar Infraprojects Ltd. paid around Rs 64 Crores to J. Kumar Developers Limited.
- Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis. Further, the company is also subject to transfer pricing norms prevalent in the country.
- E) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
- F) Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on Tuesday 20th May, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution. Except Promoter Directors and their relatives, no other Directors and Key Managerial Personnel and their relatives is concerned or interested in the Resolution.