



**J. KUMAR INFRAPROJECTS LIMITED**

**Regd Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai 400 057, Maharashtra, India**

**Phone: +91 22 67743555. Fax: +91 22 26730814, Email: [info@jkumar.com](mailto:info@jkumar.com), [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com)**

**Website: [www.jkumar.com](http://www.jkumar.com) , CIN: L74210MH1999PLC122886**

**1<sup>st</sup> September, 2023**

To,

The General Manager Department of Corporate Services BSE Ltd Mumbai Samachar Marg Mumbai - 400 001 <b>Scrip Code: 532940</b>	The Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot No. C/1, G- Block Bandra- Kurla Complex, Bandra East Mumbai-400 051 <b>Scrip Name: JKIL</b>
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**Sub: Submission of Notice of the 24<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2022-23.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other relevant regulations, please find enclosed herewith the Notice and the Explanatory Statement of the 24<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, 26<sup>th</sup> September, 2023 at 11:00 A.M. (I.S.T) at GMS Community Hall, Sitladevi Complex, 1<sup>st</sup> Floor, D.N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra.

A copy of the Notice alongwith the Explanatory Statement of the Annual General Meeting is being sent today, i.e. 1<sup>st</sup> September, 2023 to all the shareholders through electronic mode whose e-mail id's are registered with the Company. The Notice of the Annual General Meeting forms part of the Annual Report 22-23 and is also available on the website of the Company i.e. [www.jkumar.com](http://www.jkumar.com) and a copy of which is attached herewith. The Annual Report for the Financial Year 2022-23 is also available on the website of the Company.

This is for your information and records.

**for J. Kumar Infraprojects Ltd**

**Poornima  
Company Secretary**

# Notice

NOTICE is hereby given that the **24<sup>th</sup> (Twenty-Fourth) Annual General Meeting ("AGM")** of the Members of J. Kumar Infraprojects Limited ("the Company") will be held on Tuesday, September 26, 2023 at 11:00 A.M. (I.S.T.) at GMS Community Hall, Sitladevi Complex, 1<sup>st</sup> Floor, D.N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and Auditors' thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended March 31, 2023 and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT as recommended by the Board of Directors in its meeting held on May 23, 2023, dividend at the rate of ₹ 3.50/- (Rupees Three and Fifty Paise only) per equity share of face value of ₹ 5/- (Five Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the said dividend be paid out of the profits of the Company for the financial year ended March 31, 2023 to eligible shareholders."

3. To appoint Dr. Nalin J. Gupta (DIN:00627832) who retires by rotation as Director and being eligible offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with provisions of Section 152 and other applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Nalin J. Gupta (DIN:00627832) who retires by rotation as a Director at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable for determination by retirement of Directors by rotation."

## SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. Vaibhav P. Joshi & Associates, Cost Accountants, of the Company for the Financial Year ending March 31, 2024 and in this regard, to consider and if though fit, pass 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Vaibhav P. Joshi & Associates, Cost Accountant, Cost Auditors (Membership Number: 15797) who have been 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, 2024, be paid the remuneration of ₹ 7,50,000/- (Rupees Seven Lacs Fifty Thousand only) plus taxes as applicable, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedite to give effect to this resolution."

5. To consider and approve for giving authorization to Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of ₹ 7,500 Crores and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, and in supersession of all earlier resolutions passed in terms of Section 180(1)(c) of the Companies Act, 2013, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sum of monies from time to time, in any form including but not limited to by way of loans, including inter corporate deposits(s), credit facilities, by issue of debentures (redeemable or otherwise) or bonds or in form of guarantee, or in any other form, on such terms and conditions as the Board may deem fit, in both domestic and foreign currency, from banks, financial institutions, and other sources for the purpose of financing working capital requirements as also for acquisition of capital assets and / or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding

that the money or monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the bankers in the ordinary course of business) shall not exceed at any point of time a sum aggregating to ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only), excluding any interest on such borrowings and such borrowings will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to approve, finalise, modify, settle and execute such documents / deeds / writings / papers / agreements as may be considered necessary or desirable by the Board and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary or desirable.”

“**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**6. Authorizing the Board of Directors of the Company under section 180(1)(a) of the Companies Act, 2013, up to a total limit of ₹ 7,500 Crores and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Memorandum and Articles of Association of the Company, and in supersession of all earlier resolutions passed in terms of Section 180(1)(a) of the Companies Act, 2013, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company to create such charges and/or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations

created by the Company on such terms and conditions and at such times and in such form and manner and with such ranking as to priority as the Board may think fit, on any of the Company’s moveable / immoveable properties and/ or assets, wheresoever situated, both present and future comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. Financial/Investment Institutions, Banks and Trustees for the holders of debentures/bonds/other debt instruments to secure the repayment of loans/borrowings sanctioned and/ or to be sanctioned by them from time to time, in foreign currency and / or rupee currency and / or by way of debt instruments issued / to be issued by the Company, for a sum not exceeding ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only) in aggregate at any time as per the approval of the shareholders under Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the Lenders agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the Company.”

“**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

By the order of the Board  
For J. Kumar Infracore Limited

Place: Mumbai  
Date: August 08, 2023

**Poornima Reddy**  
Company Secretary

**Registered Off:** J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3, 4, 5 and 6 of the Notice, is annexed hereto alongwith the relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations/Listing Regulations") and 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment as Director at AGM, is annexed hereto as "Annexure" to this Notice. In terms of Section 152 of the Act, Dr. Nalin J. Gupta (Director) retires by rotation at the meeting and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommended for re-appointment.

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company.**

The proxy form duly completed and signed must be deposited with the Company at its Registered Office not later than 48 hours before the time of commencement of the meeting.

No instrument of proxy shall be valid unless:

- i) it is signed by the member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.
- ii) It is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company/ Registrar and share Transfer Agent.

A person can act as a proxy on behalf of members not exceeding (50) fifty and holding in the aggregate not

more than (10) ten percent of the total share capital of the Company carrying voting rights. A member holding more than (10) ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.

Dr. Nalin J. Gupta is interested in the Ordinary Resolution set out in Item No 3 of the Notice with regard to the his re-appointment.

Mr. Jagdishkumar M. Gupta, Executive Chairman and Mr. Kamal J. Gupta, Managing Director being related to Dr. Nalin J. Gupta and hence may be deemed to be interested in the resolution set out at Item No. 3 of the Notice.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 to 6 of the Notice

3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slips and proxy form for attending the Meeting and bring copy of Annual Report and their attendance slip duly filled & signed at the meeting. Attendance slip and proxy form are annexed to this report.

In case of joint holder attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
5. The Register of Members and Share Transfer Books of the Company will be closed from Friday September 15, 2023 to Tuesday, September 26, 2023 (both days inclusive)
6. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 19, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or from Registrar and Share Transfer Agent ("RTA") or by e-mail request on [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com) However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
7. Notice of the AGM along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories, for members who have not

- registered their email address, physical copies of the Annual Report for 2023 is being sent in the permitted mode on their request. Members may note that the Notice and Integrated Annual Report for FY 2022-23 will also be available on the Company's website [www.jkumar.com](http://www.jkumar.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL by email at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the website of RTA at [www.bigshareonline.com](http://www.bigshareonline.com).
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and other relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
  9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. The said form can be downloaded from RTA website [www.bigshareonline.com](http://www.bigshareonline.com). Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to Bigshare Services Pvt. Ltd in case the shares are held by them in physical form.
  10. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
  11. At the 22<sup>nd</sup> AGM held on September 21, 2021 the members had approved re-appointment of M/s. Todi Tulsyan & Co., Chartered Accountants (Firm Registration Number 002180C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 27<sup>th</sup> AGM. Hence no resolution is being proposed for ratification of reappointment of statutory auditors at this AGM
  12. The members who would like to ask questions/ express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com). The same will be replied by the Company suitably during the AGM and subsequently to those Members by e-mail.
  13. The route map showing directions to reach the venue of the AGM is annexed.
  14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
    - a. **For shares held in electronic form: to their Depository Participant**  
 The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the RTA is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
    - b. **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dt. March 16, 2023. Members may also refer to Frequently Asked Questions ("FAQs") on RTA website at [www.bigshareonline.com](http://www.bigshareonline.com)
    - c. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs' in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.
  15. **Freezing of Folios without PAN, KYC details and Nomination.**  
 SEBI vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and March 2023 Circular have made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the RTA of the Company latest by September, 2023, failing which the said shareholder folios shall be frozen by the RTA. In this regard relevant forms ISR-1, 2 and 3 are available on the website of the RTA at [www.bigshareonline.com](http://www.bigshareonline.com). All the KYC required documents/details shall be provided to Company/RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) and send the documents at the address of registered office of the Company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA at [www.bigshareonline.com](http://www.bigshareonline.com). The shareholders are requested to complete their KYC at the earliest.  
  
 The security holder(s) whose folio(s) have been frozen shall be eligible:



- a. to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details like Pan/KYC detail.
  - b. for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024.
  - c. Frozen folios shall be referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
  - d. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details like PAN/KYC detail.
16. Members are requested to address all correspondence, including pending dividend related matters, to the RTA, M/s. Bigshare Services Private Limited Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093, Maharashtra by email at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by post.
  17. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2014-15 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2022-23 are requested to make claim with the RTA of the Company immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time. Members who have not yet encashed the dividend warrants, from the financial year ended March 31, 2015, onwards are requested to forward their claims to the Company's RTA. Members are requested to contact the Company's RTA to claim the unclaimed/ unpaid dividends at their address as mentioned in the Notice.

Further Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit,

Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 20, 2022 (date of last Annual General Meeting) on its website at [www.jkumar.com](http://www.jkumar.com) and also on the website of the Ministry of Corporate Affairs.

18. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited ("NSDL"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
19. The e-voting period commences on Saturday, September 23, 2023 (9:00 A.M. IST) and ends on Monday September 25, 2023 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 19, 2023, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Tuesday, September 19, 2023.
20. Dividend as recommended by the Directors, if declared and approved by the Shareholders at the AGM will be paid after Tuesday, September 26, 2023 to the members whose names appear in the Company's Register of Members as on Thursday, September 14, 2023 (In respect of shares held in physical form) and to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of Business hours of Thursday, September 14, 2023 (in respect of shares held in electronic form).
21. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's and NSDL website, [www.jkumar.com](http://www.jkumar.com) & [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

22. The instructions for members for remote e-voting and joining general meeting are stated clearly after explanatory statement.
23. Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax (WHT) rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode)

**A. Resident Shareholders:**

i. Tax Deductible at Source for Resident Shareholders

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed ₹ 5,000/-, no TDS/ withholding tax will be deducted.
2.	No PAN/Valid PAN not updated in the Company's Register of Members	20%	TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered.  All the shareholders are requested to update, on or before September 10, 2023, their PAN with their Depository Participant (if shares are held in electronic form) and Company / RTA (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.
3.	Availability of lower/ nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before September 10, 2023

- ii. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in the table below by sending an email to [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com) latest by 11:59 p.m. (IST) on September 10, 2023.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom section 194 of the Income Tax, 1961 does not apply as per second proviso to section 194 such as LIC, GIC, etc.	NIL	Documentary evidence for exemption u/s 194 of Income Tax Act, 1961, a self-declaration that they have a full beneficial interest with respect to the shares owned by them along with a self-attested copy of PAN.
3.	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961, self-declaration that they are specified and covered under section 10 (23D) of the Act along with a self-attested copy of PAN card.

4.	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961, self- declaration that their income is exempt under Section 10 (23FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIF along with a self-attested copy of the PAN card.
5.	Recognised provident funds, approved superannuation fund and approved gratuity fund	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) along with a self-attested copy of the PAN card.
6.	National Pension Scheme (1E) of	NIL	No TDS/ withholding tax as per section 197A Income Tax Act, 1961 along with a self-attested copy of the PAN card.
7.	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification.	NIL	Necessary documentary evidence substantiating exemption from deduction of TDS along with a self- attested copy of the PAN card.

Application of nil rate at the time of tax deduction/ withholding on dividend amounts will depend upon the completeness and satisfactory review by the Company, of the documents submitted by such shareholders.

#### B. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, latest by 11:59 p.m. (IST) on September 10, 2023, the document(s), as mentioned in the table below, by sending an email to [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com) In case all necessary documents are not submitted, then the TDS/ withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders.	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> <li>1. Self-attested copy of Tax Residency Certificate ("TRC") issued by revenue authority of country of residence of shareholder for the year in which dividend is received. Kindly note that TRC should cover the period of payment i.e. FY 2023-24 and should be in English Language. If the local language is other than English, TRC shall be required to be translated into English and be required to be notarized/ apostille;</li> <li>2. Self-attested copy of PAN card or declaration as per Rule 37BC of Income Tax Rules, 1962 in the specified format.</li> <li>3. Form 10F filled &amp; duly signed.</li> <li>4. Self-declaration for non-existence of permanent establishment/ fixed base in India.</li> </ol> <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company).</p>



2.	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority.	Rate specified	Lower tax deduction certificate obtained from Income Tax Authority
3.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other applicable law.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction

- The Forms 15G, 15H, 10F and the format of self-declaration referred above, are available on the Company's website [www.jkumar.com](http://www.jkumar.com) Any communication on the tax/deduction received after Sunday, September 10, 2023 shall not be considered.
- In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation at the time of payment of dividend/during the course of any appellate proceedings.
- The Company will send the TDS certificate to the shareholder's registered email address in due course, post payment of the dividend. In case the shareholder has not registered their email address with Company's Registrar and Transfer Agents, kindly register the same for shareholders holding shares in physical form and with the Depository Participant for shareholders holding shares in demat form.
- Above communication on tax deduction at source sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.
- The clearing members/ trading members holding shares of the Company in their pool account on the record date are advised to take necessary steps to transfer the Shares to the demat accounts of the beneficial owners, in order to avoid any complications related to deduction of tax at source, in connection with the dividend.
- Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the Company. These forms are available on the website of the RTA of the Company.
- The Company has appointed Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinise the votes cast through remote e-voting and through the e-voting system during the meeting, in a fair and transparent manner. The Scrutiniser shall unlock the votes.

24. Speaker Registration before AGM: The "Speaker Registration" window shall be activated on Saturday, September 23, 2023 at 9:00 A.M and shall be closed on Monday, September 25, 2023 at 5:00 P.M. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

By the order of the Board  
For **J. Kumar Infraprojects Limited**

Date: August 08, 2023  
Place: Mumbai

**Poornima Reddy**  
Company Secretary

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Vaibhav P. Joshi & Associates., Cost Accountants, (Membership Number: 15797) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In accordance with the provisions of Section 148 (3) of the Act read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

### Item No. 5 :

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on August 08, 2023 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to board of directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of ₹ 7,500 Crores (Seven Thousand Five Hundred Crores Only)

None of the Directors / Key Managerial Personnel of the Company / their relative(s) are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

### Item No. 6:

The Company from time to time, to finance its projects, avails term loans / working capital facilities from Banks and Financial Institutions. The Financial assistance sanctioned / to be sanctioned to the Company requires / would require creation of charge or mortgage on the existing or future assets of the Company. The mortgage / charge / hypothecation to be created as aforesaid may attract the provisions of Section 180(1)(a) of the Companies Act, 2013. Therefore out of abundant caution, it is considered necessary for the members to authorize the Board of Directors to create charges and/or mortgages and/or hypothecations on the Company's Assets, not amounting to sale, to an aggregate limit of ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only) in the manner proposed in the resolution to secure funds borrowed by the Company from time and time.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage / hypothecation / floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on August 08, 2023 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only) under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relative(s) are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

## Annexure

### ANNEXURE TO NOTICE DATED AUGUST 08, 2023

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

#### Item No 3

1	Name	Dr. Nalin J. Gupta
2	DIN	00627832
3	Date of Birth	August 15, 1975
4	Qualification	Commerce Graduate & Member of Indian Institution of Bridge
5	Date of Joining the Board	December 02, 1999
6	Experience (approx.)	More than 28 Years' Experience
7	Nature of Expertise	Expertise in Construction field
8	Back Ground Details/ Job Profile& Suitability/ Recognition& Awards	<b>Dr. Nalin J. Gupta</b> leads new initiatives by venturing into Metro Elevated and U/G Projects. He Has played a pivotal role for achieving revenue of more than ₹ 2,700 Crores from a modest beginning in 1995. He is further responsible for the day-to day running of the business with a particular emphasis on operations, technology and business development making sure that the business continues to grow by way of entering into new business segments in Infrastructure Industry, developing new clients whilst maintaining its existing client base.

He has an eye for detail and has an experience that spans nearly two and half decades in the Construction industry. His expertise is seen in the way he facilitates new ideas, adopts new technologies and empowers technical innovations. He initiated Segmental construction with Over Head Launcher & PQC (Pavement Quality Concrete) with sensor paver.

Dr. Nalin J. Gupta has taken J. Kumar to the new high. An experience in several sectors has enabled him to get insights into economical execution of projects.

**He is also the key person to start the trend of securing and starting a wide variety of projects like Flyovers, Metros, ROB, Express Highways, Marine works etc. He also has to his credit construction of large multi-specialty hospital, the tallest flyover & the fastest constructed overpass. These achievements are a feather in the cap of J. Kumar Infrastructure as he regularly reviews timings, budget, labour, risk and project plans to ensure work stays on track.**

Dr. Nalin J. Gupta ensures jobs / projects are completed on time and within budget, to the standard expected of the Company. He overlooks the projects, handles the technical and commercial aspects of this ever-expanding and vast empire. He has an extensive spectrum of infra projects to his name. J. Kumar Infrastructure has indeed got a strong overseer in Dr. Nalin J. Gupta.

9	Terms and Conditions of Appointment	Re-appointment and is liable to retire by rotation
10	Details of remuneration sought to be paid	NA
11	Remuneration last drawn (₹ in Lakhs)	₹ 300 Lakhs
12	Comparative remuneration profile, profile of the position and person	NA
13	Pecuniary relationships directly or indirectly with the Company	Dr. Nalin J. Gupta is the Promoter and the Managing Director of the Company
14	Number of Board Meeting attended during the Year	6
15	Disclosure of relationship with other directors/KMP	Dr. Nalin J. Gupta is son of Mr. Jagdishkumar M. Gupta and brother of Mr. Kamal J. Gupta, Managing Director of the Company
16	Shareholding of Director with J. Kumar Infraprojects Ltd	29,86,225
17	List of Directorship in other companies as on March 31, 2023	J. Kumar Software Systems (India) Private Limited J. Kumar Minerals & Mines (India) Private Limited J. Kumar Developers Limited

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, September 23, 2023 (9:00 A.M. IST) and ends on September 25, 2023 (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 19, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 19, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option. <b>NSDL Mobile App is available on</b>    </li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dhrumil@dmshah.in](mailto:dhrumil@dmshah.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Mr. Dhrumil M. Shah, partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretary (Membership No. 8021, FCS: CP 8978) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

By the order of the Board  
For **J. Kumar Infraprojects Limited**

Date: August 08, 2023  
Place: Mumbai

**Poornima Reddy**  
Company Secretary



**J. KUMAR INFRAPROJECTS LIMITED**  
CIN: L74210MH1999PLC122886

Regd Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road,  
Vile Parle (East), Mumbai 400057, Maharashtra, India  
Phone: +91 22 67743555, Fax: +91 22 26730814,  
Email: [info@jkumar.com](mailto:info@jkumar.com), [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com), Website: [www.jkumar.com](http://www.jkumar.com)

## ATTENDANCE SLIP

24<sup>TH</sup> ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 26, 2023 AT 11:00 A.M. (I.S.T.) AT GMS COMMUNITY HALL,  
SITLADEVI COMPLEX, 1<sup>ST</sup> FLOOR, D.N. NAGAR, OPP. INDIAN OIL NAGAR ON LINK ROAD, ANDHERI (W), MUMBAI - 400  
053, MAHARASHTRA

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.





**J. KUMAR INFRAPROJECTS LIMITED**  
 CIN: L74210MH1999PLC122886

Regd Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road,  
 Vile Parle (East), Mumbai 400057, Maharashtra, India  
 Phone: +91 22 67743555, Fax: +91 22 26730814,  
 Email: [info@jkumar.com](mailto:info@jkumar.com), [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com), Website: [www.jkumar.com](http://www.jkumar.com)

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014]

Name of the Member(s) .....  
 Registered address: .....  
 E-mail Id : .....  
 Folio No. / Client ID No. : ..... DP ID No. ....

I / We, being the member(s) of .....Shares of J. Kumar Infraprojects Limited, hereby appoint

1. Name: .....E-mail Id: .....  
 Address: .....  
 Signature: ..... or failing him
2. Name: .....E-mail Id: .....  
 Address: .....  
 Signature: ..... or failing him
3. Name: .....E-mail Id: .....  
 Address: .....  
 Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> AGM of the Company to be held on Tuesday, September 26, 2023 at 11:00 a.m. (I.S.T.) at GMS Community Hall, Sitladevi Complex, 1<sup>st</sup> floor, D.N. Nagar, Opp. Indian Oil Nagar on Link Road, Andheri (W), Mumbai - 400 053, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and Auditors.
2. To declare dividend on equity shares for the financial year ended March 31, 2023
3. To appoint Dr. Nalin J. Gupta (DIN:00627832) who retires by rotation as Director and being eligible offers himself for re-appointment as a Director.

**SPECIAL BUSINESS:**

4. To ratify the remuneration payable to M/s. Vaibhav P. Joshi & Associates, Cost Accountants, Cost Auditors of the Company for the Financial Year ending March 31, 2024
5. To consider and approve for giving authorization to Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of ₹ 7,500 crores.

6. Authorizing the Board of Directors of the Company under section 180(1)(a) of the Companies Act, 2013, up to a total limit of ₹7,500 crores.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder..... Signature of Proxy holder(s).....

Affix  
revenue  
stamp

**NOTES:**

1. Please put a ✓ in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, you Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India not less than 48 hours before the commencement of the Meeting.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

### Road Map for AGM Venue:

