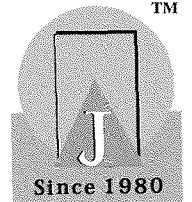


# J. Kumar Infraprojects Ltd.

We dream ... So we achieve...

Regd. Off.: 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai - 400053. INDIA  
Ph.: +91-22-6774 3555. Fax+91-22-2673 0814. E-mail : info@jkumar.com Website : www.jkumar.com  
CIN No. : L74210MH1999PLC122886



**J. Kumar**

ISO 9001:2015  
ISO 14001:2015  
OHSAS 18001:2007

29<sup>th</sup> March, 2022

To,  
The Department of Corporate Services  
**BSE Ltd**  
Phiroze Jeejeebhoy Towers  
Mumbai Samachar Marg  
Mumbai - 400 001  
Scrip Code: 532940

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  
Scrip Symbol: JKIL

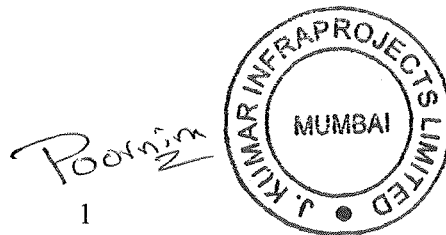
ISIN of the Company: INE576I01022

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

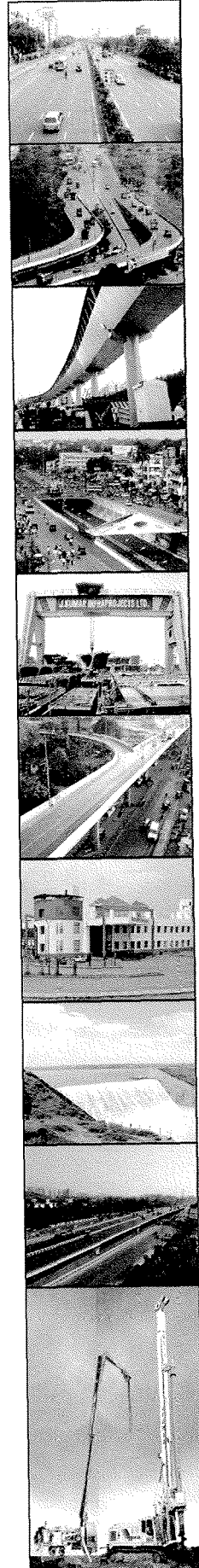
This is further to our disclosure dated 8<sup>th</sup> February, 2022 (Outcome of the Meeting of the Board of Directors) regarding intimation for the recommendation by the Nomination and Remuneration Committee of the Board and approval by the Board of Directors for appointment of Mr. Sidharath Kapur (DIN: 02153416) as an Additional Director (Non-Executive - Independent), in the Board of Directors of the Company for a period of 05 (five) years, with effect from 8<sup>th</sup> February, 2022.

We hereby inform you, the following:

- To seek the consent of the members of the Company by way of passing of special resolution through the Postal Ballot process for appointment of Mr. Sidharath Kapur (DIN: 02153416) as a Non-Executive - Independent Director of the Company;
- Appointment of Mr. Dhrumil M. Shah, (FCS- F8021 and COP- 8978) Proprietor, Dhrumil M. Shah & Co., Practising Company Secretary, Mumbai, who has given the consent to act as the scrutinizer, for conducting the Postal Ballot procedure in a fair and transparent manner;
- In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depositories Limited, for facilitating e-voting and to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.



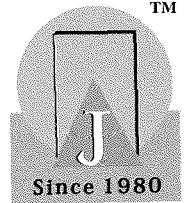
1



# J. Kumar Infraprojects Ltd.

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Regd. Off.: 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai - 400053. INDIA  
Ph.: +91-22-6774 3555. Fax+91-22-2673 0814. E-mail : info@jkumar.com Website : www.jkumar.com  
CIN No. : L74210MH1999PLC122886



**J. Kumar**

ISO 9001:2015  
ISO 14001:2015  
OHSAS 18001:2007

The Calendar of Events for the proposed postal ballot process, in terms of Section 108 and 110 of the Companies Act, 2013 is stated below for your reference.

Event / Particulars	Date
Benpose Date for Sending Notice	31 <sup>st</sup> March 2022
Date of Completion of Dispatch	4 <sup>th</sup> April 2022
Cut Off Date	31 <sup>st</sup> March 2022
Remote e-Voting Start Date	6 <sup>th</sup> April 2022
Remote e-Voting Start Time	9:00 A.M
Remote e-Voting End Date	5 <sup>th</sup> May 2022
Remote e-Voting End Time	5:00 P.M.

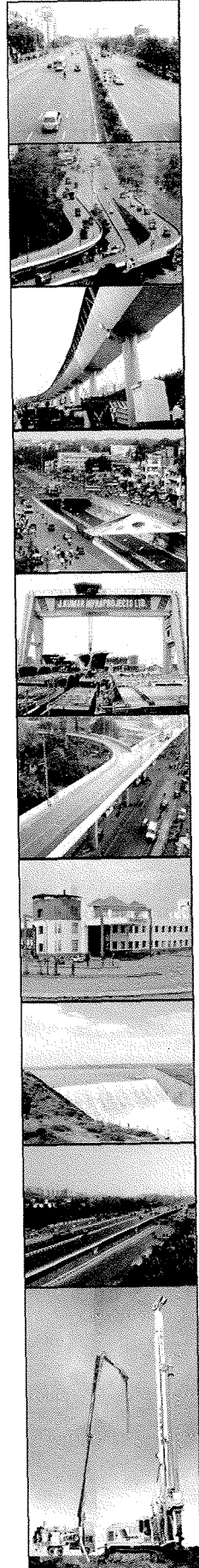
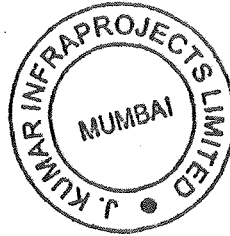
- d) The Company has entered into an agreement with Ernst & Young LLP on **01<sup>st</sup> March, 2022 for Investor Relations Services.**

This is for your information please.

for J. Kumar Infraprojects Limited

*Poornima*

Poornima  
Company Secretary  
Enclosures: As Above





## J. KUMAR INFRAPROJECTS LIMITED

CIN: L74210MH1999PLC122886

**Regd. Off:** Unit no 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (West), Mumbai: - 400 053,  
**Corp. Off:** J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai - 400 057, Maharashtra.  
**Phone:** +91 22 67743555, **Fax:** +91 22 26730814, **Email:** info@jkumar.com, Website: www.jkumar.com,

## POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given, pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 (the "Management rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting. Communication of assent or dissent of the Members would take place only through the remote e-voting system

In compliance with the aforesaid MCA Circulars, this postal ballot notice ("**Notice**" / "**Postal Ballot Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and the communication of assent/dissent of the Members on the resolution will only take place through the electronic voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot and login ID and password for e-voting.

An explanatory Statement pursuant to Section 102 and 110 of the Act and other applicable legal provisions of the Act pertaining to the said Resolution setting out the material facts and the reasons thereof, are also appended hereto for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Dhrumil Shah, a Practising Company Secretary (FCS 8021: CP 8978) as the scrutinizer (the "**Scrutinizer**") to conduct the Postal Ballot voting through Electronic Voting process in a fair and transparent manner.

In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Thursday, March 31, 2022, and whose e-mail IDs are registered with the Bank / Depositories.

The voting period commences from **9.00 a.m. (IST) on Wednesday, 6th April 2022 and ends at 5.00 P.M. (IST) on Thursday, 5th May 2022**. In accordance with the MCA Circulars, members can vote only through the Electronic Voting process only. Accordingly, the Company is pleased to provide Electronic Voting process facility as rendered by M/s. National Securities Depository Limited, ("NSDL") to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in the Postal Ballot Notice so as to cast their vote electronically not later than **5.00 P.M. (IST) on Thursday 5th May 2022 (the last day to cast vote electronically)** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholders.

Members may please note that the Postal Ballot Notice shall also be available on the Company's website at www.jkumar.com, websites of the BSE Limited ("BSE") and National Stock Exchange Limited ("NSE") (together the "Stock Exchanges"), where the equity shares of the Company are listed and would be available on their website at www.bseindia.com and www.nseindia.com, respectively and on the website of M/s. National Securities Depository Limited (Agency appointed for providing Electronic Voting platform) i.e. at www.nsdl.com.

The Scrutinizer shall after conclusion of the voting through Electronic Voting, unblock the votes cast through Electronic Voting. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through Electronic Voting.

## **SPECIAL BUSINESS:**

### **1. Appointment of Mr. Sidharath Kapur (DIN 02153416), as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation and approval of Nomination and Remuneration Committee and the Board of Directors of the Company respectively and in respect of whom the Company has received notice under Section 160 of the Act Mr. Sidharath Kapur (DIN 02153416), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from 08th February, 2022, pursuant to Section 161 of the Act and who is eligible for appointment and has consented to act as Non-Executive Independent Director of the Company and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a term of 5 (five) consecutive years with effect from 8th February, 2022 to 07th February, 2027 and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT**, Mr. Sidharath Kapur (DIN 02153416), shall be entitled to receive sitting fees for attending meetings of the Board of Directors.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution

By Order of the Board of Directors  
For J. Kumar Infraprojects Limited

**Poornima**  
Company Secretary

Place : Mumbai

Date : 29th March 2022

#### **Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal set out in resolution no. 1 is annexed hereto. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) as issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members as received from the Depositories as on Thursday, March 31, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.jkumar.com](http://www.jkumar.com), websites of the Stock Exchanges i.e. the 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 (agency for providing e-voting platform) i.e. at <https://www.evoting.nsdl.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in dematerialized form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, i.e. M/s. Bigshare Services Private Limited, at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) / Board No : 022-62638200 by giving details of folio number, e-mail address and self-attested copy of PAN card
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Thursday, March 31, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Thursday, March 31, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the

resolutions through the e-voting service facility arranged by NSDL (agency for providing e-voting platform). The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The voting period begins at 09:00 A.M., Wednesday, 6th April 2022. The e-voting module shall be disabled by 5.00 P.M. Thursday 5th May 2022 for voting thereafter.
10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST 5th May 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 6th May 2022 and intimated to the BSE Limited ("BSE") and National Stock Exchange Limited ("NSE") (together the "Stock Exchanges"), where the equity shares of the Company are listed and would be available on their website at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Additionally, the results will also be uploaded on the Company's website [www.jkumar.com](http://www.jkumar.com) and on the website of National Securities Depository Limited (NSDL) (Agency appointed for providing Electronic Voting platform) i.e. at <https://www.evoting.nsdl.com>.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 5th May 2022, i.e. the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.grievances@jkumar.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
14. Members can also contact Mrs. Poornima, Company Secretary and Compliance Officer of the Company to resolve any grievance/s with regard to voting by Postal Ballot at **Corp. Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai - 400 057 and Tel: +91 22-68717900 or by writing an email at investor.grievances@jkumar.com mentioning their name, Folio no. / Client ID and DP ID, and the details of grievance/s with a self-attested copy of their PAN card attached to the email.**

#### **General information and instructions relating to e-voting**

A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Thursday, March 31, 2022.

#### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	3. 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**B) Login Method 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 dhruvil@dmsah.in with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Tejas Chaturvedi (Assistant Manager) at 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.
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. 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 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.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, of the Company has appointed Mr. Sidharath Kapur (DIN 02153416), aged 59 years, as an Additional Director (Non-Executive - Independent Director) of the Company, with effect from 8th February 2022 under Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of the Listing Regulations, 2015, Mr. Sidharath Kapur shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Sidharath Kapur is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Act from Mr. Sidharath Kapur signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence Mr. Sidharath Kapur.

In the opinion of the Board, Mr. Sidharath Kapur fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations for being eligible for her appointment. Mr. Sidharath Kapur is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Sidharath Kapur has seasoned C Suite global business leader with over 32 years' experience in Airports, Renewable Energy, Infrastructure, Oil & Gas, Real Estate and Financial Services globally. Mr. Kapur has a proven track record of leading complex infrastructure businesses. Mr. Kapur possess Strong experience in business scaling, transformation, value creation, revenue enhancement, bidding, and M & A with a successful track record of value add regulatory, stakeholder and media engagement, path breaking fund raising and developing and leading major partnerships with varying complexity across geographies. Mr. Kapur has also led large multidisciplinary teams and multicultural teams across cultures and geographies.

Mr. Sidharath Kapur is a:

- a) A.C.A. (Institute of Chartered Accountants of India,) with 47th rank in the Intermediate examination and 25th rank in the Final examination on all India Basis.
- b) A.C.S. (Institute of Company Secretaries of India) with 10th rank in the Intermediate Exam on all India Basis.
- c) Institute of Chartered Financial Analysts of India 1993: Diploma, Merchant Banking and Financial Services - Part A. With 2nd rank on All India Basis
- d) Graduated (B. Com [Hons]) in 1983, from Shri Ram College of Commerce, Delhi University, Delhi.

Mr. Sidharath Kapur meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience – Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – Leadership experience in handling financial management of a large organisation along with an understanding of accounting and financial statements.
- c. Expertise in Infra industry-Managing and Leading large and complex infrastructure businesses viz Airports, Renewable Power, Pipelines, Oil and Gas, etc.

Mr. Sidharath Kapur is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Sidharath Kapur does not hold any share in the Company.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on investor.grievances@jkumar.com . Except sitting fees for meetings there is no such remuneration payable to Mr. Sidharath Kapur. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sidharath Kapur as an Independent Director.

Except Mr. Sidharath Kapur, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Sidharath Kapur as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Additional information in respect of Mr. Sidharath Kapur (DIN 02153416), pursuant to Regulation 36 the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure A** to this Notice.

**ANNEXURE-A**

**Details of Directors seeking re-appointment and appointment through postal ballot by remote e-voting process**

Name of the Director	Mr. Sidharath Kapur
Date of Birth	20-07-1962
Age (In Years)	59 years
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	Mr. Sidharath Kapur, on the recommendation of the Nomination and Remuneration Committee has been appointed by the Board of Directors on 08.02.2022 as an Additional Director (Non-executive and Independent) of the Company.  Mr. Sidharath Kapur has seasoned C Suite global business leader with 32 years' experience in Airports, Renewable Energy, Infrastructure, Oil & Gas, Real Estate and Financial Services globally. Mr. Kapur has a proven track record of leading complex infrastructure businesses. Mr. Kapur possess Strong experience in business scaling, transformation, value creation, revenue enhancement, bidding, and M & A with a successful track record of value add regulatory, stakeholder and media engagement, path breaking fund raising and developing and leading major partnerships with varying complexity across geographies. Mr. Kapur has also led large multidisciplinary teams and multicultural teams across cultures and geographies
Expertise in specific functional area	<b>Finance, Advisory, Management</b>
Qualification(s)	a) A.C.A. (Institute of Chartered Accountants of India,) with 47th rank in the Intermediate examination and 25th rank in the Final examination on all India Basis.  b) A.C.S. (Institute of Company Secretaries of India) with 10th rank in the Intermediate Exam on all India Basis.  c) Institute of Chartered Financial Analysts of India 1993: Diploma, Merchant Banking and Financial Services - Part A. With 2nd rank on All India Basis  d) Graduated (B. Com [Hons]) in 1983, from Shri Ram College of Commerce, Delhi University, Delhi.
Board Membership of other listed Companies as on 29th March , 2022	<b>NIL</b>
Number of equity shares held in the Company as on date	<b>NIL</b>
Relationship with other Directors and Key Managerial Personnel	<b>NONE</b>
Remuneration Last Drawn from the Company (This does not include Director sitting fees)	<b>NIL</b>
Remuneration proposed to be paid	<b>Sitting Fees</b>
No of meetings of the Board attended during the year 2021- 2022	<b>NA</b>
Chairmanships/Memberships of the Committees of other public limited companies as on 29th March , 2022	<b>NIL</b>

Notes: 1. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013