

# 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 9001:2008  
ISO 14001:2004  
OHSAS 18001:2007

17<sup>th</sup> April, 2017

The General Manager  
Department of Corporate Services  
BSE Ltd  
Mumbai Samachar Marg  
Mumbai - 400 001  
Fax: 2272 2037 / 39 /41/61

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  
Fax No.26598237/8238

Dear Sir/Madam,

Sub: Postal Ballot Notice and Form

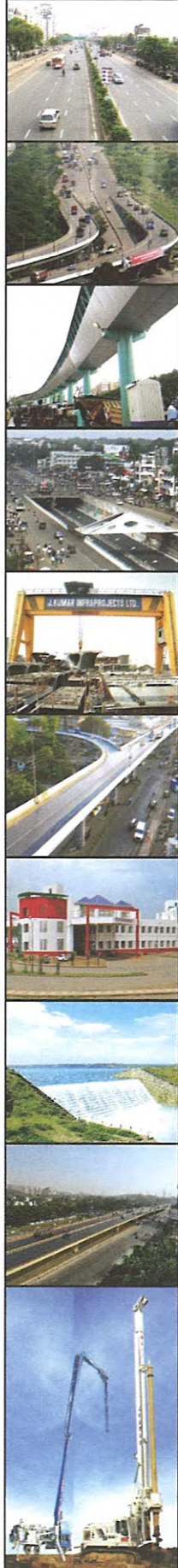
In continuation to our letter dated March 28, 2017 regarding the passing of resolutions through Postal Ballot please find enclosed herewith the Postal ballot Notice and Form, and also the copy of the advertisement published in Financial express and Mumbai Lakshdeep in regional language.

The same will be made available on the Company's website at the following weblink <https://www.jkumar.com/investors/noticeofpostalballotmarch2017.pdf>.

This is for your information and records.

Yours Sincerely,  
For J. Kumar Infraprojects Limited

*Poornima*  
Poornima Reddy  
Company Secretary





**J.Kumar**

**J.KUMAR INFRAPROJECTS LMITIED**  
**CIN NO L74210MH1999PLC122886**  
**Registered Office : 16-A, Andheri Industrial Estate,**  
**Veera Desai Road, Andheri, Mumbai-53**  
**Ph. No. : +91-22-67743555**  
**Fax : +91-22-26730814**  
**Website : www.jkumar.com**  
**E-mail: investor.grievances@jkumar.com**

## **NOTICE OF POSTAL BALLOT**

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

Dear Members,

Notice is hereby given to the members, pursuant to Section 110 and the applicable provisions of the Companies Act, 2013 along with the rules as may be prescribed therein, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof) ("Postal Ballot Rules"), as amended from time to time, that resolutions appended below are proposed to be passed as a Ordinary Resolution by way of Postal Ballot or alternatively, through electronic voting ("e-voting") facility offered by the Company in this regard. The Explanatory Statement pertaining to the said Ordinary Resolution setting out the material facts and the reasons thereof and a Postal Ballot Form are annexed to this notice for your consideration.

The Board of Directors of the Company at its meeting held on Tuesday 28th March 2017, has appointed Mr. DSM Ram, Proprietor of DSMR & Associates, Practising Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members may vote either by way of Postal Ballot or by way of e-voting. Members desiring to vote through Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than Tuesday 16th May 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by Registered Post/Speed Post and at the expense of the shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address provided on the Business Reply Envelope. Please note that duly completed Postal Ballot Form(s) should reach the 'Scrutinizer' not later than Tuesday 16th May 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read and follow the instructions in the Notes under the section "Voting through electronic means."

The 'Scrutinizer' will submit his report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of Postal Ballot shall be declared on or before 1700 hours on Thursday 18th May 2017 and will be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at www.jkumar.com and on the website of e-voting agency – Karvy Computershare Pvt Ltd at www.evoting.karvy.com.

### **ORDINARY RESOLUTION:**

- 1. To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with J.Kumar Developers Limited :**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to this notice which were executed prior to the applicability of Regulations and are still under execution and other transactions to be entered into by the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to amend,

modify and alter the terms and conditions of the Agreement dated 25th April, 2014, entered by and between the Company and J.Kumar Developers Limited, for the purchase of the Corporate Office, situated at Ville Parle ( E ), Mumbai ('the said property'), by entering into and executing Supplemental Agreement to the said Agreement dated 25th April, 2014, with J.Kumar Developers Limited, for the purpose of and with respect to extension of time period for 3 (three) years hereinafter.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to sign and execute all deeds, contracts, agreements, applications, documents and writings that may be required and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution”

**2. To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr Jagdishkumar Madanlal Gupta, Executive Chairman and Mr. Kamal Jagdish Gupta Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), consent of the Company be and is hereby accorded to the Board of Directors to renew Leave & License Agreements with Mr Jagdishkumar Madanlal Gupta, Executive Chairman and Mr. Kamal Jagdish Gupta Managing Director of the Company, for occupying various premises for a further period of 36 (thirty six) months, upon the terms and conditions as mentioned in the said Leave and License Agreements.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

**3. To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Jagdishkumar Madanlal Gupta, Executive Chairman and Mrs. Kusum Jagdish Gupta Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), ratification of and by the Company be and is hereby accorded to the Board of Directors for Leave & License Agreements entered with Mr. Jagdishkumar Madanlal Gupta, Executive Chairman and Mrs Kusum Jagdish Gupta Director of the Company, for occupying two premises for a period of 33 (thirty three) months & 36 (thirty six) months , upon the terms and conditions as mentioned in the said Leave and License Agreements.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

**4. To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Govind Dabriwal.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations"), ratification of and by the Company be and is hereby accorded to the Board of Directors for the Agreements entered with or purported to be entered with Mr. Govind Dabriwal, Brother of the Director of the Company namely Smt. Kusum Jagdish Gupta, upon the terms and conditions as mentioned in the said Agreement for Sub- Contract.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

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

**Jagdishkumar Madanlal Gupta**  
Executive Chairman

Date: 28th March 2017  
Place: Mumbai – 400053

**NOTE:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed herewith.
2. The Postal Ballot Notice is being sent to all Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited as on Friday 07th April 2017. The Postal Ballot Notice is being sent to the Members in electronic form to the email IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents ("RTA") (in case of physical shareholding). For Members whose email IDs are not registered, physical copy of Postal Ballot Notice and form are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose names appear on the Registrar of Members/List of Beneficial Owners as on Friday 07th April 2017 will be considered for the purpose of voting. A person who is not a Member on such date should treat this Notice for information purpose only.
4. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e either by physical Postal Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member requires/is desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com). The RTA shall forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of Members as on Friday, 07th April, 2017. The Postal Ballot period commences on Monday 17th April 2017 at 10:00 hours IST and ends on Tuesday 16th May 2017 at 17:00 hours IST.
8. In compliance with Section 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their vote electronically and vote on the Resolution through e-voting facility arranged by Karvy Computershare Pvt Ltd. The instructions for electronic voting are annexed to this Notice.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. Members wishing to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form, duly completed and signed, in the enclosed pre-paid postage self-addressed Business Reply Envelope to the 'Scrutinizer', so that it reaches the 'Scrutinizer' not later than the close of the working hours i.e. 17:00 hours IST on Tuesday 16th May 2017. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expenses of the members will also be accepted. If any postal ballot is received after 17:00 hours IST Tuesday 16th May 2017, it will be considered that no reply from the Member has been received.
11. The last date for receipt of the duly completed Postal Ballot Forms or e-voting Tuesday 16th May 2017 shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the company during working hours on any working day upto Tuesday 16th May 2017.

**PROCEDURE AND INSTRUCTIONS FOR e-VOTING**

In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from Karvy:

- (i) Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following <https://evoting.karvy.com>
- (iii) Put user ID and password as initial password noted in step (i) above. Click Login.
- (iv) Members holding shares in Demat/ Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to log in again with the new credentials
- (vi) On successful login system will prompt to select the evoting event number of J Kumar Infraprojects Ltd
- (vii) If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” And casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail: [ram.devata@gmail.com](mailto:ram.devata@gmail.com) with a copy marked to [einword.ris@karvy.com](mailto:einword.ris@karvy.com)

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

(l) Initial password is provided as below/at the bottom of the Postal Ballot Form

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

(ii) please contact toll free No. 1-800-34-54-001 for any further clarifications.

(iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote

8. Shareholders whose email id is registered with depositories are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from [www.jkumar.com](http://www.jkumar.com) or seek duplicate Postal Ballot Form from Karvy Computershare Pvt Ltd., Registrar & Transfer Agent, unit: J Kumar Infraprojects Ltd, Karvy Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Hyderabad : 500 032 , fill in the details and send the same to the Scrutinizer.
9. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
10. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
11. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on closing hours of Friday 07th April 2017
12. The e-voting period commences from Monday 17th April 2017, (10.00 am) and ends on Tuesday 16th May, 2017 (5.00 pm).

The e-voting module shall be disabled by Karvy for voting thereafter.

**The Explanatory Statement pursuant to Section 102 of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, setting out material facts is annexed.**

#### ITEM NO 1

Members of the Company are requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds Rs. 100,00,00,000 (Rupees Hundred Crore) or 10% of the turnover whichever is lower, to be approved by the members of the Company by way of a resolution. The said transaction of sale & transfer of fixed assets is with a related party company, J.Kumar Developers Limited. Since this transaction could be construed as being outside the ordinary course of business, the approval of the members of the Company under Section 188 of the Company Act, 2013 is being sought by way of an ordinary resolution.

**NOTE :** None of the Directors and KMP is interested in above resolutions except the Executive Chairman Mr. Jagdishkumar Madanlal Gupta, Director Mrs Kusum Jagdish Gupta and the both the Managing Directors Mr. Kamal Jagdish Gupta and Mr. Nalin Jagdish Gupta, of the Company, who are also on the Board of Directors of the said J.Kumar Developers Limited. Thus, except Promoter Directors and their relatives, no other Directors and Key Managerial Personnel and their relatives is concerned or interested in the Resolution.

The agenda of the Board meeting at which the Resolution is proposed to be moved shall disclose:

- 1. The name of the related party and nature of relationship:**  
Directors/Relatives of Directors and companies in which directors have some interest as per the provisions of Section 2(76) of the Companies Act, 2013 i.e Mr. Jagdishkumar Madanlal Gupta Executive Chairman, Mr. Kamal Jagdish Gupta, Managing Director and Mr. Nalin Jagdish Gupta Managing Director are directors in J. Kumar Developers Limited and Mrs. Kusum Jagdish Gupta is director of J. Kumar Infraprojects Limited is wife of Mr. Jagdishkumar Madanlal Gupta and mother of Mr. Kamal Jagdish Gupta and Mr. Nalin Jagdish Gupta.
- 2. The nature, duration of the Contract and particulars of the Contract or arrangement:**  
Vide Agreement dated 25th April, 2014, entered by and between the Company and J.Kumar Developers Limited ('the said Agreement'), the Company had agreed to purchase the Corporate Office situated at Ville Parle ( E ), Mumbai ('the said Property'), for the total Sale Consideration of Rupees Ninety Crores, and upon amongst other terms, conditions and obligations, as more particularly mentioned in the said Agreement.

In pursuance of the terms and conditions as stipulated in the said Agreement, the Company has paid the part amount of Rs 64 (Sixty Four) Crores, to the said J.Kumar Developers Limited.

Pursuant to execution of the said Agreement dated 25th April, 2014, entered by and between the Company and J.Kumar Developers Limited, and part payment being made by the Company to J.Kumar Developers Limited, for purchase of Corporate Office, the Company is in the process of obtaining consents and approvals from the Appropriate Authorities, under the relevant and applicable provisions of Law.

The Supplemental Agreement, therefore, in the premise aforesaid, is required to be entered and executed by and between the Company and J.Kumar Developers, to modify, alter and amend the terms, covenants and conditions, as stipulated in the said Agreement dated 25th April, 2014 for the purpose of and with respect to extension of time period for 3 (three) years hereinafter..

- 3. The material terms of the Contract or Arrangement including the Value, if any:**  
As mentioned in point (2) hereinabove
- 4. Any advance paid or received for the Contract or arrangement, if any:**  
As mentioned in point (2) hereinabove
- 5. The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract:**  
As mentioned in point (2) hereinabove
- 6. Whether all factors relevant to the contract have been considered, if not, the details of the factors not considered with the rationale for not considering those factors:**  
All factors have been considered.
- 7. Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil**

The Board recommends the resolution as set out in the Item No. 1 of accompanying notice for the approval of members of the

Company as Ordinary Resolution. Except Mr. Jagdishkumar Madanlal Gupta, Mrs. Kusum Jagdish Gupta, Mr. Kamal Jagdish Gupta and Mr. Nalin Jagdish Gupta and their relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**ITEM NO. 2**

The Company had taken various premises of Mr. Jagdishkumar Madanlal Gupta, Executive Chairman and Mr. Kamal Jagdish Gupta Managing Director of the Company, for a period of 36 (thirty six) months, on leave and license basis for meeting its office space requirement and purpose, upon the terms and conditions as more particularly stipulated in the respective Leave and License Agreements for the respective premises. Since the leave and license period under the said respective Leave and License Agreements for the respective premises is getting expired on or around 31st March 2017, the Board of Directors in its meeting held on 28th March 2017, proposed to renew the leave & license agreements with Mr. Jagdishkumar Madanlal Gupta. And Mr. Kamal Jagdish Gupta The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

<b>Sr No</b>	<b>Name and Nature of Relationship with Related Party:</b>	<b>Particulars of the Transaction</b>
1	The Licensor (Owner) of the premises J. Kumar & Co through its proprietor Mr. Jagdishkumar Madanlal Gupta with whom the purported Leave and License Agreement is to be entered is the Executive Chairman of the Company.	Renewal of the Leave & License Agreement with Mr Jagdishkumar Madanlal Gupta Proprietor of J. Kumar & Co for premises situated at Unit No 16A, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for a further period of 36 months on leave & license basis with effect and commencing from 1st April, 2017 with a monthly rent of Rs. 50,000/- (Rupees Fifty Thousand only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.
2	The Licensor (Owner) of the premises Mr.Jagdishkumar Madanlal Gupta with whom the purported Leave and License Agreement is to be entered, is the Executive Chairman of the Company.	Renewal of the Leave & License Agreement with Mr. Jagdishkumar Madanlal Gupta for premises situated at Unit No 14, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for a further period of 36 months on leave & license basis with effect and commencing from 1st April, 2017 with a monthly rent of Rs. 1,00,000/- (Rupees One Lakhs only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.
3	The Licensor (Owner) of the premises Mr. Jagdishkumar Madanlal Gupta with whom the purported Leave and License Agreement is to be entered, is the Executive Chairman of the Company.	Renewal of the Leave & License Agreement with Mr. Jagdishkumar Madanlal Gupta for premises situated at Unit No 146, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for a further period of 36 months on leave & license basis with effect and commencing from 1st April, 2017 with a monthly rent of Rs. 2,25,000/- (Rupees Two lakhs Twenty Five Thousand only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.
4	The Licensor (Owner) of the premises Mr. Jagdishkumar Madanlal Gupta with whom the purported Leave and License Agreement is to be entered, is the Executive Chairman of the Company.	Renewal of the Leave & License Agreement with Mr Jagdishkumar Madanlal Gupta for premises situated at Unit No 134, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for a further period of 36 months on leave & license basis with effect and commencing from 1st April, 2017 with a monthly rent of Rs.1,50,000/- (Rupees One Lkhs Fifty Thousand only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.
5	The Licensor (Owner) of the premises Mr Kamal Jagdish Gupta with whom the purported Leave and License Agreement is to be entered, is the Managing Director of the Company	Renewal of the Leave & License Agreement with Mr. Kamal Jagdish Gupta for premises situated at Unit No 145, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for a further period of 36 months on leave & license basis with effect and commencing from 1st April, 2017 with a monthly rent of Rs. 80,000/- (Rupees Eighty Thousand only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.

- Name and Nature of Relationship with Related Party:** As provided in the table above.
- Nature, duration of the contract and particulars of the contract or arrangement:** As provided in the table above.
- Material terms of the contract or arrangement including the value, if any:** As provided in the table above.
- Any advance paid or received for the contract or arrangement, if any:** Nil

- e) **Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:** The rent is determined based on the prevailing market rates.
- f) **Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:** Yes
- g) **Any other information relevant or important for the Board to take a decision on the proposed transactions:** Nil

The Board recommends the resolution as set out in the Item No. 2 of accompanying notice for the approval of members of the Company as Ordinary Resolution. Except Mr. Jagdishkumar Madanlal Gupta, Executive Chairman, Mr. Kamal Jagdish Gupta, Managing Director, Mr. Nalin Jagdish Gupta, Managing Director, Mrs. Kusum Jagdish Gupta, Director none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

### ITEM NO. 3:

The Company had taken, amongst others, two premises of Mr. Jagdishkumar Madanlal Gupta, Executive Chairman and Mrs. Kusum Jagdish Gupta Director of the Company on leave and license basis for meeting its office space requirement and purpose, upon the terms and conditions as more particularly stipulated in the respective Leave and License Agreements for the respective premises. The Board of Directors in its respective meetings, had proposed to enter into the Leave and License Agreement with Mr Jagdishkumar Madanlal Gupta, and Mrs. Kusum Jagdish Gupta subsequent to which the Leave and License Agreements were entered by the Company with the said Mr Jagdishkumar Madanlal Gupta, and Mrs. Kusum Jagdish Gupta upon the terms and conditions as more particularly stated in the said respective Leave and License Agreement. The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

Sr No	Name and Nature of Relationship with Related Party:	Particulars of the Transaction
1	The Licensor (Owner) of the premises Mrs. Kusum Jagdish Gupta with whom the Leave and License Agreement has been entered with, is the Director of the Company	Leave & License Agreement dated 19th December, 2015, entered with Mrs. Kusum Jagdish Gupta in respect of the premises situated at Unit No 15, Ground Floor, Andheri Industrial Premises Co-operative Society Limited, 22, Veera Desai Road, Andheri West, Mumbai - 400053 for period of 36 months on leave & license basis with effect and commencing from 1st December, 2015 till 30th November, 2018, at monthly rent of Rs. 75,000/- (Rupees Seventy Five Thousand only) per month, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.
2	The Licensor (Owner) of the premises Mr. Jagdishkumar Madanlal Gupta with whom the Leave and License Agreement has been entered with, is the Executive Chairman and of the Company	Leave & License Agreement dated 2nd March, 2017, entered with Mr. Jagdishkumar Madanlal Gupta in respect of the Land bearing Survey No 144, admeasuring 15070 Sqmtrs situated at Village Chene, Thane Ghodbunder Road, Taluka, Registration District and Sub District Thane, for period of 33 months on leave & license basis with effect and commencing from 1st December, 2016, at monthly rent of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per month for the period from 1.12.2016 to 30.11.2017, Rs 15,75,000, (Rupees Fifteen Lakhs Seventy Five Thousand only) per month from 1.12.2017 to 30.11.2018, and Rs 16,53,750/-(Rupees Sixteen Lakhs Fifty Three Thousand Seven Hundred Fifty only) per month from 1.12.2018 to 31.8.2019, and upon the terms and conditions as more particularly stipulated in the said Leave and License Agreement.

- a) **Name and Nature of Relationship with Related Party:** As provided in the table above.
- b) **Nature, duration of the contract and particulars of the contract or arrangement:** As provided in the table above.
- c) **Material terms of the contract or arrangement including the value, if any:** As provided in the table above.
- d) **Any advance paid or received for the contract or arrangement, if any:** Nil
- e) **Manner of determining the pricing and other commercial terms, both included as part of contract and not**



**considered as part of the contract:** The rent is determined based on the prevailing market rates.

- f) **Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:** Yes
- g) **Any other information relevant or important for the Board to take a decision on the proposed transactions:** Nil

The Board recommends the resolution as set out in the Item No. 3 of accompanying notice for the approval of members of the Company as Ordinary Resolution. Except Mr. Jagdishkumar Madanlal Gupta, Executive Chairman, Mr. Kamal Jagdish Gupta, Managing Director, Mr. Nalin Jagdish Gupta, Managing Director, Mrs Kusum Jagdish Gupta, Director none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

#### **ITEM NO 4**

The Company is engaged in construction of various infrastructure projects, Metros-underground and elevated, roads, bridges, flyovers, subways, over bridges, skywalks, and railway terminus/stations, office/commercial buildings, sports complexes and swimming pools, amongst others. The Company, for effective and timely compliance of the contracts and tenders for the aforesaid projects, had entered into Agreement to sub contract the said execution of the projects awarded to the Company, to Mr. Govind Dabriwal, brother of the Director of the Company namely Smt Kusum Jagdish Gupta. The said Mr. Govind Dabriwal has requisite infrastructures, technology know-how and expertise to ensure timely compliance of the contract entrusted.

The agenda of the Board meeting at which the Resolution is proposed to be moved shall disclose:

- 1. The name of the related party and nature of relationship:**  
Mr. Govind Dabriwal, brother of the Director of the Company namely Smt. Kusum Jagdish Gupta.
- 2. The nature, duration of the Contract and particulars of the Contract or arrangement:**  
Sub Contract Agreements entered by the Company with the said Mr. Govind Dabriwal, for the purpose of compliance of pulgoan project at Yavatamal.
- 3. The material terms of the Contract or Arrangement including the Value, if any:**  
As mentioned in point (2) hereinabove
- 4. Any advance paid or received for the Contract or arrangement, if any:**  
As mentioned in point (2) hereinabove
- 5. The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract:**  
As mentioned in point (2) hereinabove
- 6. Whether all factors relevant to the contract have been considered, if not, the details of the factors not considered with the rationale for not considering those factors:**  
All factors have been considered.
- 7. Any other information relevant or important for the Board to take a decision on the proposed transaction:** Nil

The Board recommends the resolution as set out in the Item No. 4 of accompanying notice for the approval of members of the Company as Ordinary Resolution. Except Mr. Jagdishkumar Madanlal Gupta, Executive Chairman, Mr. Kamal Jagdish Gupta, Managing Director, Mr. Nalin Jagdish Gupta, Managing Director, Mrs. Kusum Jagdish Gupta, Director none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice

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

Date: 28th March 2017  
Place: Mumbai – 400053

**Jagdishkumar Madanlal Gupta**  
Executive Chairman

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



# J.KUMAR INFRAPROJECTS LIMITED

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

Ph. No. : +91-22-67743555 Fax : +91-22-26730814 Website : www.jkumar.com

CIN NO L74210MH1999PLC122886 E-mail: investor.grievances@jkumar.com

## POSTAL BALLOT FORM

**(To be returned to the Scrutinizer appointed by the Company)**

Serial No. :

1.	Name & Registered Address of the Sole / first named Member (In Block Letters)	
2.	Name(s) of the Joint Holder(s) (if any)	
3.	Registered folio No. /DP ID No. /Client ID No* (*Applicable to investors holding Shares in dematerialized form).	
4.	Number of Equity Shares held	
5.	EVEN ( E-Voting Event Number)	
6.	User ID	
7.	Password	

I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice dated March 28, 2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

Brief Description of Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with J.Kumar Developers Limited.	Ordinary Resolution			
To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr.Jagdishkumar Madanlal Gupta, Executive Chairman and Mr. Kamal Jagdish Gupta Managing Director of the Company.	Ordinary Resolution			
To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr.Jagdishkumar Madanlal Gupta, Executive Chairman and Mrs. Kusum Jagdish Gupta Director of the Company.	Ordinary Resolution			
To approve and ratify Related Party Transactions under Section 188 of the Companies Act, 2013 with Mr. Govind Dabriwal	Ordinary Resolution			

Date:-

Place:-

-----  
Signature of the Shareholder

### **Note:-**

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday 16<sup>th</sup> May 2017.
2. Kindly read the instructions printed overleaf before filling the Postal Ballot Form.

## INSTRUCTIONS

1. A Member desirous of exercising vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self- addressed postage prepaid business reply envelope. Postage will ne borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed postage prepaid business reply envelope bears the postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the company / RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, Postal Ballot Form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. In case of the shares held by the Companies, Trusts, Societies, etc., the duly completed Postal Ballot Forms should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. DSM Ram, proprietor of DSMR & Associates, Practicing Company Secretaries, appointed by the Company so as to reach the Scrutinizer (Mr. DSM Ram C/o Karvy Computershare Pvt Ltd Unit: J KUMAR INFRAPROJECTS LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India) not later than close of working hours on or before Tuesday, 16th May 2017 i.e., 5.00 p.m. Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
7. A member can apply for duplicate Postal Ballot Form through an email.ris@karvy.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before Tuesday, 16th May 2017 i.e., 5.00 p.m. For any clarification(s), please contact M/s. Karvy Computershare Private Limited on toll free number: 18003454001. 8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing mediums like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the names(s) of members(s) on the cut off date i.e., Friday 7th April 2017.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope. If any extraneous paper is found, the same will be destroyed by the scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
14. The scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E- voting is optional. The detailed procedure of e-voting is enumerated in the notes to the Postal Ballot Notice.
16. The result on postal ballot shall be announced on Thursday 18th May 2017.



## **J. KUMAR INFRAPROJECTS LIMTIED**

CIN : L74210MH1999PLC122886

16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai-400 053 Tel. : (022) 6774 3555

Fax : (022) 2673 0814 E-mail : investor.grievances@jkumar.com Website: www.jkumar.com

### **NOTICE**

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 the Company has on Wednesday 12<sup>th</sup> April 2017 completed the dispatch Postal Ballot Notice, along with Postal Ballot Form, and self-addressed postage pre-paid envelope, to all the members whose names appears on the Register of Members/ List of Beneficial Owners as on Friday April 7, 2017. The Postal Ballot Notices are sent (a) through electronic mail to the members whose email IDs are registered in the records of depository participants (b) through physical mode, along with postage-prepaid self-addressed Business Reply Envelope to those members whose email IDs are not registered with the Company/depository participants. The Postal Ballot Notices are sent for Notice seeking members consent by way of Ordinary Resolution(s) for matters as set out in the Notice dated Tuesday 28<sup>th</sup> March, 2017.

The Company has engaged the services of Karvy Computer share Private Limited for the purpose of providing e-voting facility to all its Members. Members are requested to note that the voting, both through Postal ballot and through electronic mode shall commence from Monday 17<sup>th</sup> April 2017 (10.00 hours IST) and shall end on Tuesday 16<sup>th</sup> May 2017 (15.00 hours IST).

The Board of Directors of the Company has appointed Mr. DSM Ram, Proprietor of DSMR & Associates, and Practising Company Secretary as the Scrutinizer for conduction the Postal Ballot. E-voting period commences on and from Monday 17<sup>th</sup> April 2017 (10.00 hours IST) and shall end on Tuesday 16<sup>th</sup> May 2017 (15.00 hours IST). Members may please return the form duly completed in all respects in the self-addressed postage pre-paid envelope attached along with the Notice so as to reach the Scrutinizer on or before 16<sup>th</sup> May 2017. Postal Ballot forms received after that date will be strictly treated as if reply from such member has not been received.

Members whose names appear on the Register of Members/List of Beneficial Owners as on 7<sup>th</sup> April 2017 (relevant date) will be considered for the purpose of voting. A member who is not a member as on the relevant date should treat this notice for information purposes only. A member may exercise voting either by physical ballot or e-voting. For casting vote, the members are required to read the instructions printed in the Postal Ballot Notice carefully.

The Scrutinizer will submit his report to the Company and the result of the voting by postal ballot will be announced on Thursday 18<sup>th</sup> May 2017. The Result will also be posted on the Company's Web site: [www.jkumar.com](http://www.jkumar.com)

Any member who does not receive the Postal Ballot Form may either send an e-mail to [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com) or may apply to the Registrar and Share Transfer Agent of the Company and obtain a duplicate postal ballot form. The Postal Ballot Notice & the Postal Ballot Form can also be downloaded from the Company's website <https://www.jkumar.com/investors/>

For any queries/ grievances in relation to voting by postal ballot, members are requested to addressed to Company Secretary, J. Kumar Infraprojects Limited, 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai-53.

By order of the Board  
For J. Kumar Infraprojects Limited  
Poornima Reddy  
Company Secretary

Date : 15<sup>th</sup> April 2017.  
Place : Mumbai



## जे.कुमार इन्फ्राप्रोजेक्ट्स लिमिटेड

सीआयएन क्र.एल७४२१०एमएच१९९१पीएलसी१२२८८६

१६-ए, अंधेरी इंडस्ट्रीयल इस्टेट, वीरा देसाई रोड, अंधेरी पश्चिम, मुंबई-५३. दुर.क्र.:०२२-६७७४३५५५

फॅक्स क्र.:२६७३०८१४ वेबसाईट: www.jkumar.com ई-मेल investor.grievances@jkumar.com

### सूचना

येथे सूचना देण्यात येत आहे की, कंपनी कायदा २०१३ चे कलम ११० सहवाचिता कंपनी (व्यवस्थापन व प्रशासन) अधिनियम २०१४ नुसार शुक्रवार ७ एप्रिल, २०१७ रोजी सदस्य नोंद पुस्तक/लाभार्थी मालकांच्या यादीत ज्या व्यक्तींची नावे नमूद आहेत त्या सर्वांना टपाल मतदान सूचना तसेच टपाल मतदान पत्रिका व स्वपत्ता लिहिलेले मुद्रांक शुल्क भरलेले लिफाफे वितरणाची प्रक्रिया कंपनीने बुधवार १२ एप्रिल, २०१७ रोजी पूर्ण केली आहे. टपाल मतदान सूचना (अ) डिपॉझिटरी सहभागीदार कडे ज्या सदस्यांचे ई-मेल नोंद आहेत त्यांना विद्युत पध्दतीने आणि (ब) कंपनी/डिपॉझिटरी सहभागीदारकडे ज्या सदस्यांचे ई-मेल नोंद नाहीत त्यांना मुद्रांक शुल्क भरलेले स्वपत्ता लिहिलेले व्यवसाय प्रतिसाद लिफाफेसह वास्तविक पध्दतीने पाठविण्यात आले आहे. मंगळवार २८ मार्च, २०१७ रोजीच्या सूचनेत नमूद प्रमाणे प्रकरणांकरिता साधारण ठराव माध्यमातून सदस्यांची अनुमती घेण्याची सूचनासाठी टपाल मतदान सूचना पाठविण्यात आली आहे.

सर्व सदस्यांना ई-वोटिंग सुविधा देण्यासाठी कंपनीने कार्बी कॉम्प्युटर शेअर प्रायव्हेट लिमिटेड यांची सेवा नियुक्त केली आहे. सदस्यांनी कृपया नोंद घ्यावी की, टपाल मतदान व विद्युत स्वरूपाने मतदान सोमवार १७ एप्रिल, २०१७ रोजी स.१०.०० वा. प्रारंभ होईल आणि मंगळवार १६ मे, २०१७ रोजी दु.१५.००वा. समाप्त होईल.

टपाल मतदान संचालनाकरिता तपासनीस म्हणून डीएसएमआर अॅण्ड असोसिएट्सचे मालक व कार्यरत कंपनी सचिव श्री.डीएसएम राम यांची कंपनीच्या संचालक मंडळाने नियुक्ती केली आहे. ई-वोटिंग कालवधी सोमवार १७ एप्रिल, २०१७ रोजी स.१०.०० वा. प्रारंभ होईल आणि मंगळवार १६ मे, २०१७ रोजी दु.१५.००वा. समाप्त होईल. सदस्यांनी संपूर्ण भरलेले प्रपत्र स्वपत्ता लिहिलेले मुद्रांक शुल्क भरलेले व्यवसाय प्रतिसाद लिफाफेमध्ये भरून १६ मे, २०१७ रोजी किंवा त्यापूर्वी तपासनीस यांच्याकडे पाहोचतील अशा तऱ्हेने पाठवावेत. सदर तारखेनंतर प्राप्त टपाल मतदान हे सदस्यांचे प्रतिसाद असले तरीही मिळाले नाहीत म्हणून समजले जाईल.

७ एप्रिल, २०१७ (नोंद दिनांक) रोजी सदस्य नोंद /लाभार्थी मालकांच्या यादीत नावे नमूद असणाऱ्या सदस्यांचाच मतदानाकरिता विचार केला जाईल. नोंद तारखेला सदस्य नसणाऱ्या व्यक्तींनी सदर सूचना फक्त माहितीकरिता म्हणून घ्यावी. सदस्यांना त्यांचे मत वास्तविक किंवा ई-वोटिंगने देता येईल. मतदान देण्यासाठी सदस्यांनी टपाल मतदान सूचनेत नमूद माहिती निट वाचावी. तपासनीस त्यांचा अहवाल कंपनीकडे सादर करतील आणि टपाल मतदानाचा निकाल गुरुवार १८ मे, २०१७ रोजी घोषित केला जाईल. सदर निकाल कंपनीच्या [www.jkumar.com](http://www.jkumar.com) वेबसाईटवर प्रसिध्द केला जाईल.

ज्या सदस्यांना टपाल मतदान पत्रिका मिळाल्या नसतील त्यांनी [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com) वर ई-मेल करावा किंवा कंपनीचे निबंधक व भाग हस्तांतरण प्रतिनिधी यांना दुय्यम टपाल मतदान पत्रिका करिता अर्ज करावा. टपाल मतदान सूचना व टपाल मतदान पत्रिका कंपनीच्या <https://www.jkumar.com/investors> वेबसाईटवरून डाउनलोड करता येतील.

टपाल मतदानाने मत देण्याबाबत काही प्रश्न/तक्रारी असल्यास सदस्यांनी कंपनी सचिव, जे.कुमार इन्फ्राप्रोजेक्ट्स लिमिटेड १६-ए, अंधेरी इंडस्ट्रीयल इस्टेट, वीरा देसाई रोड, अंधेरी पश्चिम, मुंबई-५३ येथे पाठवावेत.

मंडळाच्या आदेशान्वये

जे.कुमार इन्फ्राप्रोजेक्ट्स लिमिटेडकरिता

पूर्णिमा रेड्डी

कंपनी सचिव

ठिकाण: मुंबई

दिनांक: १५ एप्रिल, २०१७