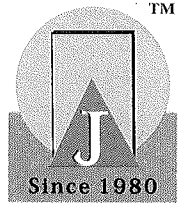


# J. Kumar Infraprojects Ltd.

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

To,

24<sup>th</sup> August, 2017

The General Manager  
Department of Corporate Services,  
BSE Limited  
P J Towers  
Dalal Street  
Mumbai - 400 001

The Manager  
Listing Department  
The National Stock  
Exchange of India Limited  
Bandra Kurla Complex  
Mumbai - 400051

**Scrip Code: JKIL/532940**

## **Sub: Notice of Annual General Meeting of the Company**

With reference to the above subject matter, we are pleased to inform that

- Annual General Meeting of the Company will be held on Thursday, 28<sup>th</sup> September 2017 at GMS Community Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Opp Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra.
- Book Closure for the purpose of Annual General Meeting and for payment of dividend declared if any at the Annual General Meeting will remain closed from Friday 22<sup>nd</sup> September 2017 to Thursday 28<sup>th</sup> September 2017 (Both days inclusive).

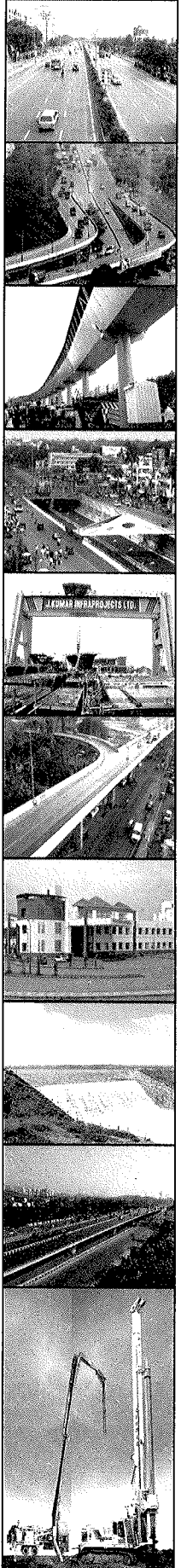
You are requested to kindly take a note of the above.

Thanking you,

Yours faithfully

**For J. Kumar Infraprojects Ltd**

*Poornima Reddy*  
**Poornima Reddy**  
Company Secretary



# J. Kumar Infraprojects Limited

We dream... So we achieve...



Regd. Office : 16/A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai -400 053. INDIA  
Phone: + 91-22-6774 3555. Fax: +91-22-2673 0814. E-Mail: info@jkumar.com Website: www.jkumar.com  
CIN No. : L74210MH1999PLC122886

## NOTICE

Notice is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING OF J. KUMAR INFRAPROJECTS LIMITED will be held at GMS Community Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Opp Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra on Thursday 28th September 2017 at 11.00 a.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the (a) Audited Balance Sheet as at 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial Statements of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:
  - (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
  - (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting be and are hereby considered and adopted.”
2. To declare dividend on equity shares for the financial year ended March 31, 2017 and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** a dividend at the rate of Rs 2/- (Two Rupees only) per equity share of Rs 5/- (Five Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017.
3. To appoint Mrs Kusum J Gupta, who retires by rotation and being eligible offers herself for re-appointment as a Director and in this regard pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mrs. Kusum J Gupta (DIN: 03138909) a Director liable to retire by rotation, who retires by rotation at this Annual General meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”
4. To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force, M/s. Todi Tulsyan & Co, Chartered Accountants, bearing registration number of the firm 002180C be and are hereby appointed as the Statutory Auditors of the Company for a term of 4 (Four) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting from this Annual General Meeting (subject to ratification of their appointment at every AGM to the extent required under the Act) as such remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

### SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the "financial year ending March 31, 2018 and in this regard, to 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), the M/s Kirit Mehta & Co Cost Auditors 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, 2018, be paid the remuneration of Rs 8,00,000/- excluding taxes;

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

6. To Increase remuneration of Mr. Jagdishkumar Gupta, Executive Chairman of the company and in this regard, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of part ii of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee of the Company be and is hereby accorded for revision in the remuneration of Mr. Jagdishkumar Gupta (Din No 01112887), Executive Chairman of the Company, the remuneration including the perquisites the Gross pay of Rs 3 Crores (Rupees Three Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors/the Nomination & Remuneration Committee/Company secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

7. To Increase remuneration of Mr. Kamal J Gupta, Managing Director of the company and in this regard, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of part ii of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee of the Company be and is hereby accorded for revision in the remuneration of Mr. Kamal J Gupta (Din No 00628053), Managing Director of the Company, the remuneration including the perquisites the Gross pay of Rs 1,50,000/- (Rupees One Crore Fifty Lakhs Only).

**RESOLVED FURTHER THAT** the Board of Directors/the Nomination & Remuneration Committee/Company secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. To Increase remuneration of Mr. Nalin J Gupta, Managing Director of the company and in this regard, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of part ii of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee of the Company be and is hereby accorded for revision in the remuneration of Mr. Nalin J Gupta (Din No 00627832), Managing Director of the Company, the remuneration including the perquisites the Gross pay of Rs 1,50,000/- (Rupees One Crore Fifty Lakhs Only).

**RESOLVED FURTHER THAT** the Board of Directors/the Nomination & Remuneration Committee/Company secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board  
**For J.Kumar Infracore Limited**

Date : August 10, 2017  
Place : Mumbai

Poornima Reddy  
Company Secretary

**NOTES:**

- I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEMS NO(S) 5 TO 8 SET OUT ABOVE IS ANNEXED HERETO.**
- II. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- II A form of proxy is enclosed to this notice. 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.
- III Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- IV In terms of Section 152 of the Act, Mrs Kusum J Gupta Director retires by rotation at the meeting and being eligible, offer herself for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commended for re-appointment.
- V Mrs Kusum J Gupta is interested in the Ordinary Resolution set out in Item No 3 of the Notice with regard to her re-appointment. Mr Jagdishkumar Gupta, Executive Chairman, Mr. Kamal J Gupta, Managing Director and Mr Nalin J Gupta, Managing Director being related to Mrs Kusum J Gupta 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 4 of the Notice.
- VI Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India the details of Directors proposed to be appointed/re-appointed are provided in the "Annexure" to the Notice
- VII. Keeping in view the requirements set out in the Companies Act 2013 read with the Rules framed thereunder, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s. Todi Tulsyan & Co , Chartered Accountants, bearing registration number of the firm 002180C as Statutory Auditors of the Company for a term of 4 (four) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting from the Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.
- M/s. Todi Tulsyan & Co , Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at item no 4 of the Notice for the approval of the members.
- VIII. The Register of Members and Share transfer Books of the Company will remain closed from Friday 22nd September 2017 to Thursday 28th September 2017(Both days inclusive).

- IX. Dividend as recommended by the Directors, if declared at the Annual General Meeting will be paid after Thursday 28th September, 2017 to the members whose names appear in the Company's Register of Members as on Thursday 28th September 2017 (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 21st September 2017(in respect of shares held in electronic form).
- X. Members desirous of obtaining any information concerning the accounts and operations of the Company are request to the address their questions in writing to the Company Secretary at least seven days before the date of the meeting , so that the information required may be made available at the Meeting.
- XI. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
- XII. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- XIII. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act 2013 and the Rules framed there under to the Registrars of the Company.
- XIV. Members holding shares in physical form are requested to notify /send the following to the Company's Registrar and Share Transfer Agent to facilitate better service:
- (i) Any change in their address/mandate/bank details.
  - (ii) Particulars of their bank account, for printing on the dividend warrants (to help prevent fraudulent encashment ), in case the same have not been sent earlier, and
  - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- XV. Members holding shares in electronic form are advised that address/ bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform their respective Depository Participants of any change in address, bank details etc.
- XVI. Members, who have not encashed the dividend warrants for the financial year 2011-12 , 2012-13, 2013-14 , 2014-15 and 2015-16 are requested to write forthwith to the Company's Share Transfer Agent giving necessary details.
- Karvy Computershare Pvt. Ltd.**  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032.  
P : +91 040 67161550|  
Email:srinivas.b@karvy.com / www.karvycomputershare.com
- Members are requested to quote their folio numbers /DPID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
- XVII. Pursuant to the provisions of Section 125 of the Companies Act, 2013 as amended read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, dividend which remains unpaid or unclaimed for a period of 7 (Seven) years will be transferred to the investor Education and Protection Fund. Shareholders/Investors who have not encashed the dividend warrants(s) so far requested to make their claim by specifying their FolioNo./DP ID and Client ID to the Share Transfer Registrar Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. As per the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 the Company has placed on its website (www.jkumar.com) the information on dividend which remains unclaimed with the Company as on 20<sup>th</sup> September 2016, i.e date of the previous AGM.
- XVIII. Pursuant to the SEBI Circular No. MIRDS/DPS III/Cir -01/07 dated January 22, 2007; the Company has designated an exclusive e-mail ID viz investor.grievances@jkumar.com on which the investors would be able to register their complaints, if any.

- XIX. Electronic copy of the Annual Report for 2017 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 is being sent in the permitted mode.
- XX. Electronic copy of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- XXI. Members may also note that the 18th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website [www.jkumar.com](http://www.jkumar.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com).
- XXII. Voting through electronic means:
1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations 2015, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computer Share Private limited. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  2. The remote e-voting period commences on Monday 25th September 2017(9:00 am) and ends on Wednesday 27th September 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday 21st September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy Computer share private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently

The instructions for e-voting are as under:

- (A) In case of Members receiving an e-mail from Karvy :
- (i) Launch an internet browser and open <https://evoting.karvy.com>
  - (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering the above details Click on - Login.
  - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
  - (v) On successful login, the system will prompt you to select the E-Voting Event
  - (vi) Select the EVENT of J. Kumar Infraprojects Limited and click on - Submit .
  - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.



- (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”

(B) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

**(I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.**

<b>EVEN(E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
-	-	-

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on-Thursday 21st September 2017 Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at on Monday 25th September 2017(9:00 am) and ends on Wednesday 27th September 2017(5:00 pm). The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
    - Example for NSDL : MYEPWD <SPACE> IN12345612345678
    - Example for CDSL : MYEPWD <SPACE> 1402345612345678
    - Example for Physical : MYEPWD <SPACE> XXX1234567
  - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call Karvy's toll free number 1-800-3454-001
  - d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

- VI. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. 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 with the facility of remote e-voting or voting at the AGM through ballot paper.
- VIII. Virendra G Bhatt Practicing Company Secretary (Membership No. ACS 1157 and Certificate of Practice No. 124) has been appointed 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.
- IX. 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 the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, 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. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jkumar.com](http://www.jkumar.com) and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- XI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



**EXPLANATORY STATEMENT:**

**Pursuant to Section 102 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014:-**

**Item No 5:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s Kirit Mehta & Co Cost Auditors to conduct the audit of the cost records of the Company for the "financial year ending March 31, 2018 In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders

**Item No 6,7,8.**

The Board of Directors at their meeting held on 29th May 2017, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Jagdishkumar M Gupta, Executive Chairman, Mr. Kamal J Gupta, Managing Director and Mr. Nalin J Gupta, Managing Director (herein after referred to the Executive Directors) of the Company. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Executive Directors, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company especially in respect of increase of Work Order position etc . The revision in remuneration of executive directors was made with the view to make the same commensurate with their efforts given to and involvement in the Company.

Save and except Mr.Jagdishkumar M Gupta, Mr. Kamal J Gupta, Mr Nalin J Gupta and Mrs Kusum J Gupta, none of the directors, Key Managerial Personnel and/or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly the resolution set out at items nos 6,7,and 8 of the notice are recommended to be passed as ordinary resolution(s).

**ANNEXURE**

The details of Executive Directors(s) whose remuneration is proposed to be revised and Directors re-appointment, are provided below:

Name of the Executive Director(s)	Mr. Jagdishkumar M. Gupta (DIN 01112887)	Mr. Kamal Jagdish Gupta (DIN 0628053)	Mr. Nalin Jagdish Gupta (DIN 0627832)	Mr. Kusum Jagdish Gupta (DIN 03138909)
Age	69	44	41	62
Date of first Appointment	Since Incorporation	Since Incorporation	Since Incorporation	20th May 2014
Expertise in specific functional areas	Plays a Vital role in execution of projects within the stipulated time frame and has successfully completed various projects such as flyovers, skywalks, Swimming pool and rail over bridges.	Plays a Vital role in execution of projects within the stipulated time frame and has successfully completed various projects such as flyovers, skywalks, Swimming pool and rail over bridges.	Plays a Vital role in execution of projects within the stipulated time frame and has successfully completed various projects such as flyovers, skywalks, Swimming pool and rail over bridges.	-
Qualification	SSC 10th	Bachelors in Civil Engineering	Bachelors in Commerce	
Terms and Conditions of re-appointment	N/A	N/A	N/A	Given in the explanatory statement.
Remuneration – FY 2015-16	1.20 Cr	90.00 Lakhs	90.00 Lakhs	
Remuneration – FY 2014-15	1.20 Cr	90.00 Lakhs	90.00 Lakhs	
List of outside directorship held excluding alternate directorship	J. Kumar Software Systems Pvt Ltd J. Kumar Minerals and Mines Pvt Ltd J. Kumar Developers Limited	J. Kumar Software Systems Pvt Ltd J. Kumar Minerals and Mines Pvt Ltd J. Kumar Developers Limited	J. Kumar Software Systems Pvt Ltd J. Kumar Minerals and Mines Pvt Ltd J. Kumar Developers Limited	None
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee-Member	Stakeholders Relationship Committee - Member	Stakeholders Relationship Committee - Member	None
Chairman/Member of the Committee of the Board of Directors of other companies in which he/she is a director	-	-	-	-
Number of the Equity Shares held in the Company	1,08,83,050	29,25,000	29,04,000	28,54,020
Number of Board Meetings attended during the Financial Year 2016-17	5	6	6	6
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Kamal Gupta (Managing Director), Nalin Gupta (Managing Director) and Husband Kusum J Gupta (Woman Director)	Son of Jagdishkumar Gupta (Executive Chairman) and Kusum Jagdish Gupta (Woman Director)	Son of Jagdishkumar Gupta (Executive Chairman) and Kusum Jagdish Gupta (Woman Director)	Wife of Jagdishkumar Gupta (Executive Chairman) and Mother of Kamal J Gupta (Managing Director) Nalin J Gupta (Managing Director)

## ROUTE MAP

