



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office: A-104, Shapath 4, Opp. Karnavati Club, S.G. Road, Ahmedabad 380015,

Tel: 079 30011500 **Fax:** 079 30011700

Email: cs@jmcprojects.com **Website:** www.jmcprojects.com, **CIN:** L45200GJ1986PLC008717

POSTAL BALLOT NOTICE SEEKING CONSENT OF MEMBERS OF THE COMPANY

Notice pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking approval of the members of the Company to the Special Resolution appended herein in respect of authority to the Board of Directors of the Company in relation to creation of charge, security etc. on and in relation to the assets of the Company, proposed to be passed as Special Resolution by way of the Postal Ballot including voting through electronic mode.

As per the provisions of the Companies Act, 2013 and other applicable statutory provisions, consent of the members is required for the matters as proposed and mentioned in the Resolution and Statement by way of postal ballot. References to Postal Ballot(s) in this notice include votes received electronically.

A Special Resolution and an explanatory statement pursuant to Section 102 of the Act setting out the material facts, relevant detail and reason for the Resolution is appended herewith for your consideration. A postal ballot form is also attached herewith, to facilitate assent or dissent of the members to the said Resolution.

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri (Prop. of D. M. Zaveri & Co.), Practicing Company Secretary, having Membership No. 5418 and CP No. 4363 to act as a Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner.

Please read the instructions carefully mentioned in this notice / printed on the postal ballot form and request you to convey your assent or dissent by returning the postal ballot form duly signed and completed in all respects in the attached self-addressed postage prepaid business reply envelope, so as to reach the Scrutinizer on or before 05.00 p.m. IST on December 27, 2017. Please note that any postal ballot form received after the said date & time shall be treated as if reply / postal ballot from the member has not been received.

In compliance with the provisions of Sections 110 and 108 of the Companies Act, 2013 and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering E-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Kindly note that the members can opt for only one mode of voting i.e. either Physical Ballot or E-voting. However, in case members cast their vote both by Physical Ballot and E-voting, then voting done through valid E-voting shall prevail and the voting done by Physical Ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any Director of the Company after completion of scrutiny of postal ballots in a fair and transparent manner. The Results of Postal Ballot will be announced on or before 05.00 p.m. IST on Friday, December 29, 2017 at the Corporate Office of the Company and also be hosted on website of the Company i.e. www.jmcprojects.com and on the website of CDSL. The Result will also be communicated to the BSE Limited and National Stock Exchanges of India Limited where the Equity Shares of the Company are listed.

The Resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date i.e. December 27, 2017 specified by the Company for receipt of duly completed postal ballot forms or E-voting.

SPECIAL RESOLUTION:

AUTHORITY FOR CREATION OF CHARGE, SECURITY ETC.

To consider and, if thought fit to pass the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and subject to the applicable statutory provisions and approvals, if and when necessary, and in supersession of the resolution passed under Section 180(1)(a) of the Companies Act, 2013, through postal ballot notice on October 08, 2014, the consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create mortgages, charges, security, pledge, hypothecations, interest, covenants and/or encumbrances, in addition to the existing mortgages, charges, security, hypothecations, interest etc. created by the Company, on all or any of the present and future assets, undertakings, receivables, projects, agreements, rights, privileges, investments, securities, movable and immovable properties of the Company, in such manner as the Board may deem fit and as may be necessary from time to time, in favor of one or more Indian and/or foreign; financial institutions, banks, investment institutions, mutual funds, trusts, trustees, debenture holders, bond holders, debtors, suppliers, bodies corporate, companies, venture capitalists, governments, authorities and any other persons, including their subsidiaries, associates, agents and trustees, (hereinafter referred to as the "Lenders"), to secure all kind of present and future borrowings, loans, facilities, credits, working capital, debts, liabilities,

debentures, bonds, arrangement, securitization, bids, projects, tenders, performance and any other instrument whether in amount of rupee or foreign currency, together with interest thereon, further interest, additional interest, liquidated damages, premium on prepayment or redemption, costs, charges, expenses, any increase as a result of devaluation, revaluation and fluctuation in the rate of exchange and all other dues payable by the Company to the Lenders, provided that such amount to secure as aforesaid shall not, at any time exceed the limit of Rs. 6000 Crores (Rupees Six Thousand Crores only);

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and subject to the applicable statutory provisions and approvals, the consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized, to sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and assets as described here above to the extent the said section applicable, on appropriate terms, consideration and in interest of the Company and/or to the extent necessary to meet the covenants with the Lenders in certain events;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to do such actions and deeds as empowered here above and as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to any director or any other principal officer of the Company and generally to do all acts, deeds and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By order of the Board
For **JMC Projects (India) Limited**

Samir Raval
Company Secretary

November 13, 2017, Mumbai

Registered Office:

A-104, Shapath 4, Opp. Karnavati Club,
S. G. Road, Ahmedabad – 380015.
CIN: L45200GJ1986PLC008717

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Resolution relates to authorizing the Board of Directors of the Company to create mortgage, charge, pledge, hypothecation, interest etc. on all or any of the present and future assets, undertakings, receivables, projects, agreements, rights, privileges, investments, securities, movable and immovable properties of the Company as described in the said Resolution.

As the Company is planning to pursue operations and projects, to meet fund requirement for the existing and future operations and for the Company's business growth and various other purposes, it requires to borrow monies from time to time as may be circumstances warrant to meet the fund requirement of the Company and to augment its working capital, facilities, credit needs, repay or prepay high cost debts or restructuring of borrowing. The Company may also be required to borrow monies to meet the fund requirement arising out of growth in the operations of the Company.

The borrowings and credit facilities availed / to be availed by the Company would need to be secured in manner, as may be agreed with Lenders, including by way of charge, mortgage, pledge, hypothecation and/or encumbrance on or in relation to the Company's assets, properties, undertaking etc. as described in the Resolution.

The Company has already passed Special Resolution under Section 180(1)(a) of the Companies Act, 2013 by way of postal ballot notice on October 08, 2014, authorizing the Board to create charge / offer security for an amount not exceeding Rs. 4000 Crores (Rupees Four Thousand Crores only). Pursuant to the said resolution and authority, charge / security has been created on assets of the Company. The consent of the Company in this respect by way of Special Resolution is necessary keeping in view the future requirement of the Company to create charge / offer security beyond the earlier approved limit of Rs. 4000 Crores (Rupees Four Thousand Crores only) passed under the provisions of Section 180(1)(a) of the Companies Act, 2013.

In course of business and if circumstances warrant, there may be requirement to sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking by entering into feasible arrangement to meet the fund requirement and business needs of the Company and considering that the documents to be executed with the Lenders may contain provisions in this respect including to take over substantial assets and undertakings of the Company or enforcement of the security as may be stipulated in that behalf in certain events, it is necessary to pass the resolution enabling the Board to exercise the powers in this respect, if necessary, in the interest of the Company.

The consent of the members is required under the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, authorizing the Board of Directors of the Company for creation of charge etc. on assets of the Company, as described in the Resolution, for an amount up to Rs. 6000 Crores (Rupees Six Thousand Crores only). To avoid doubt, it is clarified that this resolution on coming into effect and being acted upon, would be in supersession of the earlier resolutions passed for the subject matter, however will not affect to or invalidate the acts or deeds already executed under earlier Resolution.

It is desirable, as a matter of abundant caution also, to authorize the Board sufficiently in respect to matters as mentioned in the Resolution to meet the business requirement of the Company from time to time. For financial and other business detail, financial statements of the Company may be referred which is available on website of the Company.

Therefore, it is proposed to authorize and empower the Board to exercise powers in such a manner as they think fit in respect to the matters as set out in the subject Resolution.

The Board recommends the resolution set out in the Notice for your approval by way of passing Special Resolution.

Directors, Key Managerial Personnel (KMP) of the Company and any of their relatives are not in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Subject to the applicable statutory provisions, the Company may enter into arrangement or transaction, in respect to subject matter of resolution, with its holding company, promoters, and/or with the companies / entities wherein the promoters, directors and KMP of the Company may be shareholder, director or otherwise interested or concerned.

By order of the Board
For **JMC Projects (India) Limited**

November 13, 2017, Mumbai

Registered Office:

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S. G. Road, Ahmedabad – 380015.

CIN: L45200GJ1986PLC008717

Samir Raval
Company Secretary

NOTES / INSTRUCTIONS

1. NOTES:

- 1.1 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Resolution to be passed, setting out relevant details and material facts is given hereto.
- 1.2 The Notice is being sent electronically by email to those members whose email id is registered with the Depository(ies)/ Company and members who have not registered their email id, physical copies of the Notice are being sent by the permitted mode. The Notice is being sent to the members whose names appear in the register of members / records of the Depositories as on November 17, 2017, which would also be the cut-off date to reckon paid-up value of the shares and rights of voting. Any person who is not a member of the Company as on the date specified above shall treat the notice for information purposes only.
- 1.3 Voting period commences on and from November 28, 2017 at 09.00 a.m. IST and ends on December 27, 2017 at 05.00 p.m. IST.
- 1.4 If members need any clarifications or details may contact the Company Secretary.

2. VOTING THROUGH ELECTRONIC MODE (E-voting)

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as its agency for providing E-voting facility to the members of the Company. The detailed procedure and instruction for members for E-voting is as under. It may be noted that E-voting is optional. Members can opt for only one mode of voting i.e. either Physical Ballot or E-voting. However, in case members cast their vote both by Physical Ballot and E-voting, then voting done through valid E-voting shall prevail and the voting done by Physical Ballot will be treated as invalid.

In case you have any query or issues regarding E-voting, please contact helpdesk.evoting@cdslindia.com or Mr. Samir Raval at samir.raval@jmcprojects.com

The Members must refer to the detailed procedure on electronic voting provided below.

The instructions for members for voting electronically are as under.

- (i) The E-voting period commences on November 28, 2017 (09.00 a.m. IST) and ends on December 27, 2017 (05.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of November 17, 2017 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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POSTAL BALLOT FORM

Serial No.:

1. Name & registered address :
of the sole / first named
Shareholder
2. Name(s) of the Joint :
Shareholder(s), if any
3. Registered folio Number or :
DP ID No. & Client ID No.
4. Number of Equity Shares :
held
5. I / we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice dated November 13, 2017 of JMC Projects (India) Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by **placing the tick mark (✓) at the appropriate column below.**

Description of Resolution	No. of shares held	I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authority, inter alia, to create charge, mortgage, sale, lease etc. of assets of the Company, as referred in the above mentioned Postal Ballot Notice and Resolution.			

Date:

Place:

Signature of Shareholder

E-VOTING PARTICULARS

The e-voting facility is available at www.evotingindia.com. The e-voting period commences on November 28, 2017 (09.00 a.m. IST) and ends on December 27, 2017 (05.00 p.m. IST). The electronic voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	User Id	Password
171113009		

Note: Please read the instructions carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

Instructions for voting by physical postal ballot form:

1. Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form to the Scrutinizer, Mr. Dharmesh Zaveri (Prop. of D. M. Zaveri & Co.), Practicing Company Secretary, having Membership No. 5418 and CP No. 4363. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than 05.00 p.m. IST on December 27, 2017. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
4. A Member has to convey his/her assent/dissent in the Postal Ballot Form only. Assent/Dissent to the proposed Resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
5. The Postal Ballot Form should be completed and signed by the Member. The signature on the Ballot Form should be as per the specimen signature registered with the Company or depository. An unsigned Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. In case of shares held by Companies, Trust, Societies etc., a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution/ Power of Attorney / Authority together with the specimen signature(s) of the duly authorised signatory(ies).
8. A member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
9. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
10. Voting right shall be reckoned on the paid up value of shares registered in the name of Member(s) as on Friday, November 17, 2017.
11. A member may request for duplicate Postal Ballot Form, if so required. Member may write to the RTA, M/s. Link Intime India Pvt. Ltd., 506 to 508, 5th Floor, Amarnath Business Centre, Nr. St. Xavier's College Corner, Off. C. G. Road, Navrangpura, Ahmedabad-380 009, Email: ahmedabad@linkintime.co.in. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified at serial number 2 above.
12. Members are requested not to send any paper (other than the Resolution/authority as mentioned under instructions above) along with the Postal Ballot Form. Any extraneous paper would be destroyed by the Scrutinizer.
13. The resolutions, if assented by requisite majority, shall be considered as passed on December 27, 2017.
14. In compliance with the provisions of Sections 110 and 108 of the Companies Act, 2013 and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering E-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Kindly note that the members can opt for only one mode of voting i.e. either Physical Ballot or E-voting. However, in case members cast their vote both by Physical Ballot and E-voting, then voting done through valid E-voting shall prevail and the voting done by Physical Ballot will be treated as invalid.