



JMC PROJECTS (INDIA) LTD.

(A Kalpataru Group Enterprise)

June 18, 2021

Corporate Service Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	The Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip Code: 522263	Trading Symbol: JMCPROJECT

Sub.: Notice of 35th Annual General Meeting of the members of the Company scheduled on July 14, 2021

Dear Sir/Madam,

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 35th Annual General Meeting of the members of the Company scheduled to be held on Wednesday, July 14, 2021 at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice is also uploaded on the Company's website at www.jmcprojects.com

Kindly take the same on your records.

Thanking You,

Yours faithfully,
For **JMC Projects (India) Limited**

Samir Raval
Company Secretary & Compliance Officer



Encl.: As above

Corporate Office : 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (E), Mumbai 400055.

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Registered Office : A 104, Shapath - 4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380 015 • T + 91-79-6816 1500 • F +91-79-6816 1560

E jmcho@jmcprojects.com • W www.jmcprojects.com • CIN L45200GJ1986PLC008717 • GST 24AAACJ3814E1Z3

BUILDING INFRASTRUCTURE FOR BETTER LIFE

Notice of Annual General Meeting



JMC Projects (India) Limited

(A Kalpataru Group Enterprise)

Regd. Office: A-104, Shapath 4, Opp. Karnavati Club, S. G. Road, Ahmedabad - 380015
Tel: 079 68161500, Fax: 079 68161560, Website: www.jmcprojects.com, E-mail: cs@jmcprojects.com,

CIN: L45200GJ1986PLC008717

Notice is hereby given that the **35th Annual General Meeting** ('AGM') of the Members of **JMC Projects (India) Limited** (the 'Company') will be held on **Wednesday, July 14, 2021 at 11.00 a.m. IST** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a Final Dividend of ₹ 0.70 (Paise Seventy only) per equity share of face value of ₹ 2/- each, for the financial year 2020-21.

Item No. 3 – Appointment of Mr. Manish Mohnot (DIN: 01229696) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Manish Mohnot (DIN: 01229696), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 – Re-appointment of Statutory Auditors of the Company

To consider and if thought fit, to 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 modification(s) or re-enactment(s) thereof, for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby re-appointed as the Statutory Auditors of the Company for second term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2026 on such terms and conditions including remuneration to be fixed by the Audit Committee and / or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

Item No. 5 – Ratification of remuneration of Cost Auditors for the F.Y. 2021-22

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as approved by the Board of Directors and set out in the explanatory statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors at its meeting held on May 10, 2021 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt

that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 6 – Appointment of Mr. Amit Uplenchwar as a Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT Mr. Amit Uplenchwar (DIN: 06862760) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 11, 2020 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (‘the Act’) read with Article 76 of the Articles of Association of the Company and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Item No. 7 – Approval for change in terms of employment of Mr. Shailendra Kumar Tripathi

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such approvals, permissions and sanctions as may be required and as agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board), the consent of the members of the Company be and is hereby accorded to elevate Mr. Shailendra Kumar Tripathi (DIN: 03156123) from the

position of CEO & Dy. Managing Director to the position of CEO & Managing Director of the Company, liable to retire by rotation, for his remaining tenure with the Company i.e. till October 21, 2022 on such terms and conditions including remuneration as specified in the explanatory statement pursuant to Section 102(1) of the Act to the resolution as per Item No. 7 to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the terms of appointment including remuneration as may be agreed upon with Mr. Shailendra Kumar Tripathi, subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act, as may be applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, the remuneration payable to Mr. Shailendra Kumar Tripathi as the CEO & Managing Director by way of salary, perquisites, commission and other allowances shall not exceed 5% of the net profit of the Company and if there is more than one Managerial Personnel, the remuneration shall not exceed 10% of the net profit to all such managerial personnel together except with the approval of the members.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Shailendra Kumar Tripathi as CEO & Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V of the Act or any modifications thereof.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 8 – Appointment of Branch Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) of the Company be and is hereby authorized to appoint Branch Auditor(s) of any branch office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company's Statutory

Auditors, any person(s)/firm(s) qualified to act as Branch Auditor in terms of the provisions of Section 143(8) of the Act to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

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

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

May 31, 2021, Mumbai

Samir Raval
Company Secretary

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th AGM of the Company is being conducted through VC / OAVM, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 ('the Act'), authorized representative of the Corporate Member(s) may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC / OAVM and e-Voting during the 35th AGM.
3. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on May 10, 2021 considered that the special business under Item Nos. 5 to 8, being considered unavoidable, be transacted at the 35th AGM of the Company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 08, 2021 to Wednesday, July 14, 2021 (both days inclusive) in connection with the AGM and for determining the names of members eligible for equity dividend, if declared at the AGM.
6. Members may note that the details of the Director seeking appointment / re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Director for seeking his appointment / re-appointment.
7. Applicable statutory records and all the documents referred to in the accompanying Notice of the 35th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to cs@jmcprojects.com
8. The dividend on equity shares, if declared at the AGM, subject to deduction of tax at source will be payable on or after July 19, 2021 to those members:
 - (a) whose name appears as Member in the Register of Members of the Company on July 07, 2021; and
 - (b) whose name appears in the list of Beneficial Owners on July 07, 2021 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. The dividend, if approved, will be paid by crediting into the bank account as provided by NSDL and CDSL through ECS / NECS / electronic transfer, of those shareholders holding shares in electronic form / demat and having registered relevant bank details. In respect to those shareholders holding shares in physical form or in case of ECS / NECS / electronic payment rejected, dividend will be paid by dividend warrants / demand drafts, as soon as possible.
10. In accordance with the provisions of the Income Tax Act, 1961 (the "IT Act") as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company shall be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS)

from dividend paid to the Shareholders at prescribed rates in the IT Act.

In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants in case shares are held in Dematerialized form. In case shares are held in physical form, aforementioned details need to be updated with the RTA of the Company by quoting their name and folio number.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H provided all prescribed conditions are met, to avail the benefit of non-deduction of tax at source on the website of RTA at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 11:59 p.m. IST, July 07, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Further, resident shareholders to provide the self-attested copy of PAN. In case Lower or Nil withholding certificate has been obtained under Section 197 of the IT Act by the resident shareholder, the self-attested copy of such certificate shall be required to be uploaded on the website of RTA as referred above.

Resident shareholders being mutual funds to provide self-declaration that they are specified in Section 10(23D) of the IT Act, along with self-attested copy of PAN and registration certificate.

Persons (other than Non Resident who does not have permanent establishment in India) who's dividend pay-out is liable for deduction of TDS under Section 194 of the IT Act, shall provide a declaration under Section 206AB of the IT Act on website of RTA at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 11:59 p.m. IST, July 07, 2021 that they have filed their return of income for the preceding 2 years for which the due date of filing of return has already expired. If no such declaration is provided then such dividend payout shall be liable to TDS deduction at the rate twice the applicable rate. However, if the tax deducted or collected at source in case of the person during each of the 2 preceding previous years does not exceeds ₹ 50,000/-, then the provision of Section 206AB will not apply and the reply can be submitted accordingly.

Non-resident shareholders [other than FII (called as FPI)] can avail beneficial rates under tax treaty between

India and their country of residence, subject to the following documents/declaration are provided:

- a. Self-attested copy of Permanent Account Number (PAN), if allotted by the Indian Income Tax Authorities;
- b. Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2021-22;
- c. Completed and duly signed Self-Declaration in Form 10F for Financial Year 2021-22;
- d. Self-declaration certifying on the following points:
 - i. The Non-resident Shareholder is and will continue to remain a tax resident of the country of its residence and does not hold dual residency in India during the Financial Year 2021-22;

In case of non-resident partnership firm/trusts, the shareholders/partners/beneficiaries are subject to tax in the recipient's i.e. partnership firm/trust's country of residence;

- ii. The Non-resident Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
- iii. The Non-resident shareholder meets the requirements under LOB clause of the respective tax treaty, if applicable;
- iv. The Non-resident shareholder's claim for tax treaty benefits is not hit by the principal purpose test under the treaty read with the Multilateral Instrument, if applicable;
- v. The Non-resident Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- vi. The Non-resident Company does not have place of effective management ('POEM') in India;
- vii. The Non-resident shareholder is the beneficial owner of the dividend and the said non-resident shareholder is under no legal or contractual obligation to pass on the dividend income to any other person;
- viii. Confirm whether any declaration of beneficial ownership is filed under the Companies Act,

2013 in respect of the shares held by the non-resident shareholders in the Company;

- ix. The Non-resident Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2021-22 and that their shareholding in the Company is not effectively connected to such permanent establishment;
- e. In case of FII (now known as FPI) shareholders, kindly confirm that the investment in the Company has been made under FPI route;
- f. In case of non-resident shareholder being partnership firms/trusts, list of partners/beneficiaries/ their respective share of income in partnership firms/trusts and their residential status (if not stated in the TRC of partnership firms/trusts).

The aforesaid documents / declarations should be submitted on the website of RTA at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. IST, July 07, 2021.

Note:-

- a) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / RTA.
 - b) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
11. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts. In respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company at M/s. Link Intime India Private Limited, Unit: JMC Projects (India) Limited, 506 to 508, 5th Floor, Amarnath Business Centre - 1 (ABC-1), Near St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380009. Tel. & Fax: 079 26465179, E-mail: ahmedabad@linkintime.co.in. Alternatively, members holding shares in physical form can update their bank account details / e-mail id / mobile no. on the website of RTA at https://web.linkintime.co.in/EmailReg/Email_Register.html
 12. Members may opt for the direct credit of dividend / ECS wherein members get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized form. In case of shares held in physical form, the said details may be communicated to the RTA by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card. Alternatively, members holding shares in physical form can update their bank account details on the website of RTA at https://web.linkintime.co.in/EmailReg/Email_Register.html
 13. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH. 13 duly filled in, signed and send to the Company or RTA.
 14. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
 15. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.
 16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the RTA.
 18. (a) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or

unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. The Company had, accordingly, transferred ₹ 91,439/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2012-13 on September 08, 2020 to the IEPF. Further, the Company has also transferred ₹ 16,901/- towards unpaid and unclaimed interest on matured Fixed Deposit on October 20, 2020 to the IEPF.

Members who have not encashed their dividend pertaining to Financial Year 2013-14 onwards are advised to write to the Company immediately claiming dividends declared by the Company. Details of the unpaid / unclaimed dividend are uploaded as per the requirements on the Company's website www.jmcprojects.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in

- (b) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority.

The Company had transferred 14,288 equity shares of ₹ 2/- each to the IEPF Authority on which the dividends remained unpaid or unclaimed for seven consecutive years on September 17, 2020 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years i.e. Dividend for Financial Year 2013-14 onwards are requested to contact the Company Secretary of the Company or RTA to encash the unclaimed dividend. In this regard, the Company shall individually inform the shareholders concerned and will publish notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer shall be uploaded on the website of the Company viz. www.jmcprojects.com

The shareholders whose dividend / shares have been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

19. **COMMUNICATION THROUGH E-MAIL:** The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions.

Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.jmcprojects.com

To support green initiative, Members who have not registered their e-mail addresses with the Depositories / Company / RTA, so far, are requested to register / update their e-mail addresses in the following manner:

- a. In respect of electronic/demat holdings with the Depository through their concerned Depository Participants. However, the members may temporarily register the same with the Company's RTA M/s. Link Intime India Private Limited at https://web.linkintime.co.in/EmailReg/Email_Register.html on their website www.linkintime.co.in in the Investor services tab by providing details such as Name, DP ID, Client ID, PAN, mobile number and email address.
- b. Members who hold shares in physical form are requested to register their e-mail ID with the Company's RTA M/s. Link Intime India Private Limited at https://web.linkintime.co.in/EmailReg/Email_Register.html on their website www.linkintime.co.in in the Investor services tab by providing details such as Name, Folio No., Certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

On submission of the above details, a One-Time Password (OTP) will be received by the Member which needs to be entered in the link for verification.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and

wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in the same manner as mentioned above.

Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 35th AGM and the Annual Report for the financial year 2020-21, are being sent only by email to the Members. Members may note that this Notice and Annual Report 2020-21 will be available on the Company's website www.jmcprojects.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com

20. REMOTE E-VOTING FACILITY

Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-Voting' (e-Voting from a place other than venue of the AGM) to exercise their right to vote and accordingly, business / resolutions as mentioned in this Notice shall be transacted through e-Voting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-Voting. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the 35th AGM will be provided by CDSL.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-Voting period begins on July 10, 2021 (09.00 a.m. IST) and will end on July 13, 2021 (05.00 p.m. IST). During this period, shareholders of the Company holding equity shares either in physical form or in dematerialized form, as on

the cut-off date i.e. July 07, 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method

for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 communicated by mail indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (v) sub-heading 3).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) 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.

- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the Electronic Voting Sequence Number (EVSN) for the JMC Projects (India) Limited to vote.
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) **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 in the "Corporates" module.
 - 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.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at jmc.scrutinizer@gmail.com and to the Company at cs@jmcprojects.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

General Guidelines for shareholders:

1. The Company has appointed Mr. P. N. Parikh (FCS 327 & CP 1228) failing him Mr. Mitesh Dhabliwala (FCS 8331 & CP 9511) and failing him Ms. Sarvari Shah (FCS 9697 & CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-Voting and the voting process at the AGM in a fair and transparent manner.
2. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 35th AGM by email and holds shares as on the cut-off date i.e. July 07, 2021 may write at helpdesk.evoting@cdslindia.com
3. The Members whose names appear in the Register of Members / list of Beneficial Owners as on July 07, 2021 ('cut-off date') are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting

System, 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 or contact Mr. Rakesh Dalvi at 022-23058738 or 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, within two working days of 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 authorised by him in writing, who shall countersign the same.

On submission of the report by the Scrutinizer, the result of voting at the meeting and remote e-Voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.jmcprojects.com and on the website of CDSL i.e. www.evotingindia.com. The results shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Process for those shareholders whose Email/Mobile no. are not registered with the Company/Depositories:

In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to RTA at ahmedabad@linkintime.co.in or to the Company at cs@jmcprojects.com

In case shares are held in demat mode, please update your Email id & Mobile no. with your respective Depository Participant (DP).

In case shares are held by individual in demat mode, please update your Email id & Mobile no. with your

respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 35TH AGM ARE AS UNDER:

1. The procedure for e-Voting during the 35th AGM is same as the instructions mentioned hereinabove for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 35th AGM.
3. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC / OAVM, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
4. Members who have cast their vote through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person(s) mentioned above in this notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 35TH AGM THROUGH VC / OAVM ARE AS UNDER:

1. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
2. Members can join the 35th AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 35th AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 35th AGM without restriction on account of first come first served basis.

3. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before July 07, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@jmcprojects.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before July 07, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@jmcprojects.com. These queries will be replied by the Company suitably by email/during the AGM.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE 'ACT')

Item No. 4 – Re-appointment of Statutory Auditors of the Company

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) were appointed as the

Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) of the Company held on August 11, 2016 to hold office for a term of 5 (five) years i.e. from the conclusion of 30th AGM till the conclusion of 35th AGM of the Company. Accordingly, M/s. B S R & Co. LLP, Chartered Accountants will complete their current term on conclusion of this AGM in terms of said approval and Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of the Audit Committee, had recommended for the approval of the Members, the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years i.e. from the conclusion of this AGM till the conclusion of the 40th AGM of the Company to be held in the year 2026.

The Committee considered various parameters like capability to serve complex business landscape of the Company, audit experience in the Company's operating segment, market standing of the firm, clientele served, technical expertise etc. and found the firm to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. B S R & Co. LLP, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have further confirmed that they are not disqualified to act as the Statutory Auditors in terms of the Act and the rules made thereunder.

Pursuant to Section 139 of the Act, approval of the members is required for the re-appointment of Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution. Accordingly, the consent of the members is sought for the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

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

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice.

Item No. 5 – Ratification of remuneration of Cost Auditors for the F.Y. 2021-22

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of Cost Records of the Company in respect of Construction, Roads, Infrastructure and other business activities as may be required.

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), as the Cost Auditor of the Company for the financial year ending March 31, 2022, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any.

Further, the Board, on the recommendation of the Audit Committee has approved the appointment of M/s. S. K. Sahu & Associates, Cost Accountants (Firm Registration No. 100807) as the Cost Auditor of the Company for the Cost Audit of the cost records of the EIO Operations of the Company and for other Cost Compliance Certification for the financial year ending March 31, 2022, at a remuneration of ₹ 20,000/- (Rupees Twenty Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any.

The remuneration payable to above stated Cost Auditors is required to be ratified by the members of the Company. Accordingly, the 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, 2022.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice.

Item No. 6 – Appointment of Mr. Amit Uplenchwar as a Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 11, 2020 had appointed Mr. Amit Uplenchwar (DIN: 06862760) as an Additional

Director of the Company. Pursuant to Section 161 of the Companies Act, 2013 ('the Act') read with Article 76 of the Articles of Association of the Company, Mr. Amit Uplenchwar holds office upto the date of this Annual General Meeting. In terms of Section 160 of the Act, a notice in writing has been received from a member of the Company, signifying his intention to propose Mr. Amit Uplenchwar as a candidate for the office of Director, liable to retire by rotation.

Mr. Amit Uplenchwar, an Indian citizen, aged 45 years, has done his Bachelor of Engineering in Mechanical from Nagpur University and Master of Business Administration in Finance and IT from Maastricht University. Mr. Uplenchwar has rich and varied experience in Corporate Strategy, Operations, Business Development, Mergers and Acquisitions with serving sectors of Transportation, Power, Water, Oil & Gas, Aerospace & Defense and Logistics. He is presently working as Director - Group Strategy & Subsidiaries Operations of Kalpataru Power Transmission Limited.

Save and except Mr. Uplenchwar and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 6 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 6 of the accompanying Notice.

Item No. 7 – Approval for change in terms of employment of Mr. Shailendra Kumar Tripathi

The members of the Company at the 33rd Annual General Meeting of the Company held on July 29, 2019 had re-appointed Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company for a period of 3 (three) years commencing from October 22, 2019 to October 21, 2022 (both days inclusive).

In appreciation of his contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 10, 2021, elevated Mr. Shailendra Kumar Tripathi from the position of CEO & Dy. Managing Director to the position of CEO & Managing Director and approved changes in his present terms of appointment with immediate effect for his remaining tenure with the Company i.e. till October 21, 2022. The proposed terms and conditions including his remuneration are as mentioned hereunder:

I. Salary and Allowances

Basic Salary	: ₹ 11,00,000/- per month
*Other Allowances/ Reimbursement of expenses	: ₹ 12,06,757/- per month
**Retirement Benefits	: ₹ 1,93,243/- per month
Total	: ₹ 25,00,000/- per month

* It includes Medical Reimbursement, Food Coupons, Gift Voucher, Children Education Allowance, Extra Allowance and other perquisites.

** It includes Gratuity as per the Payment of Gratuity Act, Superannuation and Employer's contribution to Provident Fund.

The CEO & Managing Director shall be entitled to such increments in addition to the above remuneration every year as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

II. Perquisites

CATEGORY A:

(i) Mediciam Insurance

Medical Health Insurance premium for self and family under Mediciam specified under Section 80D of the Income Tax Act, 1961 as per Company's rules.

(ii) Club Fees

The Company shall pay membership fees of the club at Mumbai.

(iii) Personal Accident Insurance

Premium for Group Personal Accident Insurance / Term Life Insurance for self.

CATEGORY B:

(i) Telephone at residence shall be provided for business related use at Company's expense. Personal outstation calls shall be on personal account.

(ii) Working hours / days and leaves (including leave encashment) would be as per Company's rules.

III. Profit Linked Incentive / Commission

Such remuneration by way of Profit Linked Incentive / Commission, in addition to the basic salary, allowances, perquisites as calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors within the limit stipulated under Section 197 and Schedule V of the Act including any statutory modifications or re-enactment thereof.

IV. Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the CEO & Managing Director shall, subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and Perquisites as specified above subject to the restriction, if any, set out in Schedule V of the Act as may be amended from time to time.

V. Termination

The appointment of CEO & Managing Director may be terminated by either party by giving to the other 6 months' written notice ("Notice Period"). However, the appointment may be terminated by giving less than 6 months' written notice provided reaching upon mutual agreement between the parties. In case of termination, the applicable cost of salary and allowances, if any, in lieu of notice period shall be borne by the party who is responsible for non-observance of agreed notice period.

The period of office of Mr. Tripathi shall be liable to determination by retirement of directors by rotation. If Mr. Tripathi is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of CEO & Managing Director and such re-appointment as director shall not be deemed to constitute break in his re-appointment as CEO & Managing Director.

Mr. Tripathi satisfies all the conditions set out at Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is a Chairman of Share Transfer Committee and Management Committee. He serves as a member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

A copy of the agreement / resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 10, 2021, as referred to above are available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 35th AGM of the Company.

The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Tripathi and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 7 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice.

Item No. 8 – Appointment of Branch Auditors

In line with its vision, the Company has undertaken / would undertake the contracts / projects outside India for which it has opened / may require to set up branch office(s) overseas. To the extent possible, the Company would appoint its auditors for the said branch offices. However, in some cases / jurisdictions it may not be possible / practical to appoint them and hence, the Company would be required to appoint an

accountant or any other person / firm duly qualified to act as an auditor of the accounts of the said branch office(s) in accordance with the laws of that Country. In order to enable the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by the Resolution at item no. 8) to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Office(s) outside India (whether now existing or as may be established) in consultation with the Statutory Auditors of the Company, necessary authorization of the members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the resolution at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 8 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 8 of the accompanying Notice.

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

May 31, 2021, Mumbai

Samir Raval
Company Secretary

**DETAILS OF DIRECTOR OF THE COMPANY SEEKING RE-APPOINTMENT IN THE
FORTHCOMING ANNUAL GENERAL MEETING**

Name of Director	Mr. Manish Mohnot
Director Identification No.	01229696
Date of Birth	May 15, 1972
Age	49 Years
Date of first appointment	May 29, 2009
Terms & conditions of re-appointment	Non-Executive Director (Non-Independent), liable to retire by rotation
Qualification	CA, ICWA, Advanced Management Program from Harvard University, U.S.
Experience / Expertise in functional field and brief resume	He has more than two decades of experience in areas related to power, oil & gas, infrastructure, consulting, banking and business development. He was associated with reputed multinational banks and consulting firms. Presently, he serves as Managing Director & CEO of Kalpataru Power Transmission Limited.
No. of Shares held in the Company	Nil
No. of Board Meetings attended during the F.Y. 2020-21	4 out of 4
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Other Directorships	Kalpataru Power Transmission Limited Shree Shubham Logistics Limited Adeshwar Infrabuild Limited Amber Real Estate Limited Saicharan Properties Limited Kalpataru Power Transmission USA INC Kalpataru Foundation
Chairpersonship/Membership of Committees of other Companies	<u>Kalpataru Power Transmission Limited:</u> Member - Executive Committee Member - Risk Management Committee Member - Stakeholders Relationship Committee Member - Share Transfer Committee Member - CSR Committee <u>Shree Shubham Logistics Limited:</u> Chairman - Executive Committee Member - Risk Management Committee
Relationship with other Directors, Manager and Key Managerial Personnel	None

DETAILS OF DIRECTOR OF THE COMPANY SEEKING APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Amit Uplenchwar
Director Identification No.	06862760
Date of Birth	September 12, 1975
Age	45 Years
Date of first appointment	August 11, 2020
Terms & conditions of appointment	Non-Executive Director (Non-Independent), liable to retire by rotation
Qualification	B.E. Mechanical and MBA (Finance & IT) from Maastricht University
Experience / Expertise in functional field and brief resume	<p>Mr. Uplenchwar has rich and varied experience in Corporate Strategy, Operations, Business Development, Mergers and Acquisitions with serving sectors of Transportation, Power, Water, Oil & Gas, Aerospace & Defense and Logistics.</p> <p>During his professional career, he has worked with organizations like Hindustan Construction Company (HCC), Adani Ports and SEZ, Dodsai Engineering and Construction, Arthur Andersen and Sea King Infrastructure Limited. Presently, he is associated with Kalpataru Power Transmission Limited as Director – Group Strategy & Subsidiaries Operations.</p>
No. of Shares held in the Company	Nil
No. of Board Meetings attended during the FY. 2020-21	3 out of 3
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Other Directorships	Grover Zampa Vineyards Limited
Chairpersonship/Membership of Committees of other Companies	None
Relationship with other Directors, Manager and Key Managerial Personnel	None

DETAILS OF DIRECTOR OF THE COMPANY SEEKING APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Shailendra Kumar Tripathi
Director Identification No.	03156123
Date of Birth	May 02, 1964
Age	57 Years
Date of first appointment	October 22, 2011
Terms & conditions of appointment	CEO & Managing Director, liable to retire by rotation
Qualification	B.E. Civil from Government Engineering College, Jabalpur, Madhya Pradesh
Experience / Expertise in functional field and brief resume	Mr. Tripathi has more than 35 years of experience in the field of Project Planning and Execution of large size infrastructure projects involving roads and airports. His technical, strategic decisions and leadership skills coupled with sound financial and business sense has helped him in securing and successfully implementing many projects in Public Private Partnership model. Mr. Tripathi has worked in major infrastructure Companies like Gammon India Limited, Larsen and Toubro Limited and Oriental Structural Engineers Private Limited.
No. of Shares held in the Company	Nil
No. of Board Meetings attended during the F.Y. 2020-21	4 out of 4
Details of remuneration last drawn	He has been paid ₹ 343.37 lakh in F.Y. 2020-21
Details of remuneration sought to be paid	As per proposed Resolution at Item No. 7 of the Notice of 35 th AGM.
Other Directorships	None
Chairpersonship/Membership of Committees of other Companies	None
Relationship with other Directors, Manager and Key Managerial Personnel	None