

# JMC Projects (India) Limited

ENGINEERS & CONSTRUCTORS  
(A Kalpataru Group Enterprise)

Corporate Office : 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai - 400055  
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July 29, 2019

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

Sub.: Brief proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company held on July 29, 2019

Dear Sir / Madam,

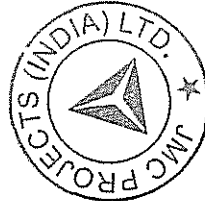
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the 33<sup>rd</sup> Annual General Meeting of the members of the Company held today i.e July 29, 2019 at 03:00 p.m. at H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.

Kindly take the same on your records.

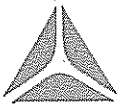
Thanking you,

Yours faithfully,  
For JMC Projects (India) Limited

**Samir Raval**  
Company Secretary & Compliance Officer



Encl.: As above



## JMC Projects (India) Ltd.

### Gist of the Proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of JMC Projects (India) Limited

Day & Date of Annual General Meeting	:	Monday, July 29, 2019
Time of the Annual General Meeting	:	03.00 p.m.
Venue	:	H. T. Parekh Convention Centre, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015

Mr. D. R. Mehta, Chairman of the Company occupied the Chair.

The Meeting was attended by:

Mr. D. R. Mehta	-	Chairman – Independent Director (Chairman of Audit & CSR Committee)
Mr. S. K. Tripathi	-	CEO & Dy. Managing Director
Mr. Manoj Tulsian	-	Whole-time Director & CFO
Mr. Hemant Modi	-	Non-Executive Director
Mr. Manish Mohnot	-	Non-Executive Director (Authorised Representative of Mr. S. R. Mehta, Chairman of Nomination & Remuneration Committee)
Ms. Anjali Seth	-	Independent Director (Authorised Representative of Mr. Kamal Jain, Chairman of Stakeholders Relationship Committee)
Mr. Samir Raval	-	Company Secretary & Compliance Officer
Mr. Vikas Kasat	-	Representative of Statutory Auditors M/s. B S R & Co. LLP
Mr. Mitesh Dhabliwala	-	Representative of Secretarial Auditors M/s. Parikh & Associates

43 members holding in aggregate 11,35,21,492 equity shares attended the meeting in person or through authorized representative.

Mr. D. R. Mehta, Chairman confirmed that the quorum was present and commenced the Meeting.

Mr. S. R. Mehta, Independent Director & Chairman of Nomination and Remuneration Committee had expressed his inability to attend the AGM. Accordingly, he had authorized Mr. Manish Mohnot as his authorized representative. Mr. Kamal Jain, Non-Executive Director & Chairman of Stakeholders Relationship Committee could not attend the meeting and accordingly, he had authorized Ms. Anjali Seth as his authorized representative to answer the queries of security holders.

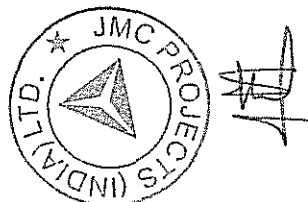
The Chairman informed the Members that Register of Directors & Key Managerial Personnel and Register of Contracts were kept open for inspection by the members present in the meeting.

The Chairman thereafter introduced all those present on the dais and commenced the proceedings of the meeting.

With the consent of the Members present, the Notice convening the Meeting, having been circulated to all the Members, was taken as read.

As there was no qualification, adverse remark or observation in the Independent Auditor's reports and Secretarial Auditor's report, it was not required to read the same.

Thereafter, the Chairman invited the shareholders to offer their suggestion, comments or raise queries, if any. Whereupon some of the members raised questions about the operations and progress of the Company, Company's future outlook, prospects for International orders, sale of BOT projects and vision in coming years etc., which were suitably replied by Mr. S. K. Tripathi - CEO & Dy. Managing Director and Mr. Manoj Tulsian, Whole-time Director & CFO of the Company.





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The Chairman then informed the Members that pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company had provided remote e-voting facility to the members of the Company in respect of resolutions as mentioned in the notice convening the AGM. The remote e-voting commenced at 09.00 a.m. on July 26, 2019 and ended at 05.00 p.m. on July 28, 2019.

Thereafter, the Chairman informed the members that the facility for voting through ballot paper is made available to those members who are attending the Meeting and has not cast their vote through remote e-voting. It was further informed that if a member cast votes by both modes i.e. remote e-voting and ballot paper, then voting done through remote e-voting shall prevail and the voting done through ballot paper will be treated as invalid.

He further informed that the Company had appointed Mr. Mitesh Dhaliwala, Partner of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. F8331 & CP No. 9511), to act as the Scrutinizer, to scrutinize the votes cast through remote e-voting and the voting process at the AGM. The Chairman then announced that members may cast their vote through ballot paper for the items as per the Notice of the meeting.

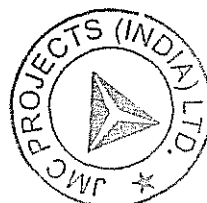
The following 10 (ten) resolutions as set out in the Notice of 33<sup>rd</sup> AGM required to be passed were proposed and seconded by the members.

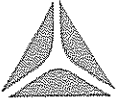
### Ordinary Business

1. Adoption of the Audited Ind AS Financial Statements both on standalone and consolidated basis and Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2019. [Ordinary Resolution]
2. Declaration of dividend for the financial year ended March 31, 2019. [Ordinary Resolution]
3. Appointment of a Director in place of Mr. Manoj Tulsian (DIN: 05117060), who retires by rotation and being eligible, offers himself for re-appointment. [Ordinary Resolution]

### Special Business

4. Ratification of remuneration of M/s. K. G. Goyal & Associates, Cost Accountants for the F.Y. 2019-20. [Ordinary Resolution]
5. Re-appointment and fixing the terms of remuneration of Mr. Manoj Tulsian (DIN: 05117060) as Whole-time Director of the Company. [Ordinary Resolution]
6. Re-appointment and fixing the terms of remuneration of Mr. Shailendra Kumar Tripathi (DIN: 03156123) as CEO & Dy. Managing Director of the Company. [Ordinary Resolution]
7. Re-appointment of Mr. D. R. Mehta (DIN: 01067895) as an Independent Director of the Company. [Special Resolution]
8. Re-appointment of Mr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director of the Company. [Special Resolution]
9. Re-appointment of Ms. Anjali Seth (DIN: 05234352) as an Independent Director of the Company. [Special Resolution]
10. Grant of authority to the Board of Directors for creation of charge, security etc. under Section 180(1)(a) of the Companies Act, 2013. [Special Resolution]





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The Members were then informed that the results of the remote e-voting and voting through ballot paper conducted at the AGM would be declared within 48 (forty-eight) hours of the conclusion of this meeting i.e. on or before July 31, 2019.

The Meeting then concluded at 03.50 p.m. with a vote of thanks to the Chairman.

For JMC Projects (India) Limited

**Samir Raval**  
Company Secretary & Compliance Officer

