



## 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 jmcho@jmcprojects.com (CIN:L45200GJ1986PLC008717)  
**Corporate Office :** 6<sup>th</sup> Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055.

### POSTAL BALLOT NOTICE FOR SEEKING CONSENT OF EQUITY SHAREHOLDERS / MEMBERS OF THE COMPANY

To  
Member(s),

#### **Notice pursuant to Section 110 of the Companies Act, 2013**

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and applicable provisions of the Listing Agreement with Stock Exchanges where equity shares of the Company are listed, Notice is hereby given that the Company seeks approval of members to the resolution, appended herein in respect to authority to Board of Directors of the Company in relation 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 provision 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.

Resolution and statement under 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 casting votes for assent or dissent of shareholders to the said Resolution.

The Board of Directors of the Company has appointed Mr. Mahavir Lunawat, FCS, CFA (ICFAI), PGDSL, LL. B., DEM, to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions 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, so as to reach the Scrutinizer **on or before the closing working hours on October 1, 2014 and addressed to "The Scrutinizer, c/o. Company Secretary, JMC Projects (India) Ltd, 6<sup>th</sup> Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055.** Please note that any postal ballot form received after the said date shall be treated as if reply / postal ballot from the member has not been received.

The Scrutinizer will submit his report addressed to the Chairman of the Company after completion of scrutiny of postal ballots received from members. Results of voting by Postal Ballot will be announced by Dy. Managing Director or any other Director on or around October 7, 2014 at the corporate office and also be hosted on website of the Company [www.jmcprojects.com](http://www.jmcprojects.com). The Result will also be informed to the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

**e-voting Option:** The Company is pleased to offer e-voting facility as an alternative, which would enable the members to cast votes electronically / online, instead of physical postal ballot form. e-voting is optional. Please carefully read and follow the instruction on e-voting given in this Notice.

Members need any clarifications or details may contact the Company Secretary.

#### **RESOLUTION**

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

**"RESOLVED THAT** pursuant to Section 180(1)(a), 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 293(1)(a) of the Companies Act, 1956, through postal ballot notice dated January 5, 2013 of the Company, 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. 4000 Crores (Rupee Four Thousands Crores);

**"RESOLVED FURTHER THAT** pursuant to Section 180(1)(a), 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, otherwise dispose of; one or more, whole undertakings of the Company or substantially the whole; 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 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 the Managing Director or Director or any other principal Officer of the Company or any other person and generally to do all such 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**



**Suresh Savaliya**

Company Secretary

May 28, 2014, Mumbai

## **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 operation and for the Company's business 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 avails 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 ordinary resolution by way of postal ballot notice dated January 5, 2013 authorizing



Board for the subject matter of the resolution as per the then provision of the section 293 (1)(a) of the Companies Act, 1956 and pursuant to the said resolution and authority, charges / securities 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 section 180 of the Companies Act, 2013 which has been come into effect from 12.09.2013 in place of section 293 (1) (a) of Companies Act 1956.

In course of business and if circumstances warrant, there would be requirement to sale, lease or otherwise dispose off 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 powers in this respect, if necessary, in interest of the Company.

The consent of the shareholders is required under the provision of section 180(1)(a) and 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. 4000,00,00,000/- (Rupee Four Thousand Crores). 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 it 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 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 thinks fit in respect to the matters as set out 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 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 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**

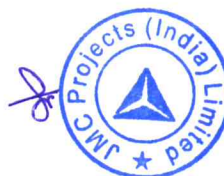
  
**Suresh Savaliya**  
Company Secretary

May 28, 2014, Mumbai

## **NOTES / INSTRUCTIONS**

### **1. NOTES**

- 1.1 Statement pursuant to section 102 of the Companies Act, 2013 setting relevant detail and material facts is given hereto.
- 1.2 Relevant documents referred to in the notice and statements are open for inspection by the members at the registered office of the Company on all working days during office hours, except saturday.
- 1.3 Pursuant to the provision of section 102 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014 and all other applicable provisions, if any, of the applicable law, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated May 28, 2014 is being passed through Postal Ballot including voting through electronic means.
- 1.4 The Notice is being sent to all members by post and electronically by email to those members whose emails registered with the Depository / Company. The Notice is being sent to members whose names appear in the register of members / records of the Depositories as on August 22, 2014, which would also be the cutoff date to reckon paid-up value of the equity shares and rights of voting.



## 2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

- 2.1 A member desiring to exercise vote in favor / assent (FOR) or vote against / dissent (AGAINST), shall put 'Tick Mark' in appropriate column in the Postal Ballot, duly sign and complete the Postal Ballot Form and return it in the envelope, so as to reach to the Scrutinizer on or before October 1, 2014.  
All Postal ballot forms received after said date will be strictly treated as if the reply from such shareholder has not been received.
- 2.2 The Company has appointed Mr. Mahavir Lunawat, FCS, CFA (ICFAI), PGDSL, LL. B., DEM, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 2.3 Members are requested to exercise voting right by using the Postal Ballot Form provided by the Company. No other form or photocopy of the form is permitted.
- 2.4 The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholder in a joint holding, the Form may be completed and signed by next named shareholder.
- 2.5 Where the postal ballot has been signed by an authorized representative of body corporate, companies, trusts, societies etc, the duly completed Postal Ballot Form should be accompanied by an original or certified copy of board resolution or proper authority, in respect to voting.
- 2.6 A member may sign the form through an Attorney appointed for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
- 2.7 Only members entitled to vote is entitled to fill-up the postal ballot form and sent it to the scrutinizer, and that any recipient of the Notice who has no voting rights should treat the Notice as an intimation only.
- 2.8 Members are requested not to send any other papers along with the postal ballot form.
- 2.9 Incomplete, unsigned, incorrectly filled, materially defaced; Postal Ballot Forms are subject to rejection by the Scrutinizer. Votes would be considered invalid on such grounds which in opinion of the Scrutinizer makes the votes invalid.

## 3. VOTING THROUGH ELECTRONIC MODE

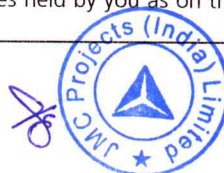
Members have an option to vote either through e-voting or through postal ballot form. If a member has opted for e-voting, then he/she should not vote by postal ballot also and vice versa. However in case members cast vote both via physical ballot and e-voting, then voting through valid physical ballot shall prevail. Procedure and instruction for members for e-voting (convey assent or dissent) through electronic mode is as under.

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

**The instructions for members for voting electronically are as under.**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date 22.08.2014 in the Dividend Bank details field.</li> </ul>



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If 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.
- (xvii) **Note for Non-individual / institutional / Corporate Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### **Other information**

- (A) The voting period begins on 02.09.2014 (9:00 a.m.) and ends on 01.10.2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL on 1800 200 5533 or Mr. Suresh Savaliya on 022 3005 1500.

In case the Members do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at [s.savaliya@jmcprojects.com](mailto:s.savaliya@jmcprojects.com) to obtain the Notice and Postal Ballot in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the members to send back the postal ballot.





## 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 jmcho@jmcprojects.com (CIN:L45200GJ1986PLC008717)  
**Corporated Office :** 6<sup>th</sup> Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai 400055.

### POSTAL BALLOT FORM

Serial No.:

1. Name & registered address of the sole / first named share holder	
2. Name(s) of the Joint Shareholder(s), if any	
3. Registered folio Number or DPID No. & Client ID No.	
4. Number of equity shares held	

5. I / we hereby exercise my/our vote in respect of the resolution to be passes through postal ballot for the business stated in the notice dated May 28, 2014, 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, <i>inter alia</i> , to create charge, mortgage, sale, lease etc of assets of the Company, as referred in above mentioned Postal Ballot Notice and Resolution.			

Date:

Place:

Signature of shareholder

Note: Please read carefully the instructions before exercising the vote.

