July 13, 2019

To
The Listing Department
The BSE Limited, Mumbai
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai 400001


Dear Sir,

This is to inform you that:

1. The 30th Annual General Meeting (AGM) of the Members of JMG Corporation Limited will be held on Saturday, 3rd day of August, 2019 at 11:00 A.M at K-7/5, (Near Crystal Children’s Centre), DLF-II, Gurgaon-122002, Haryana.

2. In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of notice of AGM and Annual Report for the financial year 2018-2019 as sent to the shareholders is attached herewith.

3. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 2, 2019 to Saturday, August 3, 2019 (both days inclusive) for annual closing.

4. Mr. Ranjeet Pandey, Practicing Company Secretary (Membership No. FCS – 5922 /CP - 6087), has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

5. The remote e-voting period commences on July 31, 2019 (9:00 A. M.) and ends on August 2, 2019 (5:00 P.M.). During this period members’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 27, 2019, may cast their vote by remote e-voting. Any person, who acquires shares of the Company and become member of the Company after dispatch of the
notice and holding shares as on the cut-off date i.e. July 27, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

Kindly take the same on record.

Thanking you,
Yours sincerely,

FOR IMG CORPORATION LIMITED

Nisha Kumari
(Company Secretary)
M. No. ACS 44218
PLEASE NOTE THAT NO GIFTS WHATSOEVER WILL BE DISTRIBUTED TO THE SHAREHOLDER AT THE ANNUAL GENERAL MEETING
# JMG CORPORATION LIMITED

**MANAGEMENT:**
- Mr. Pramod Kumar Nanda (Chairman)
- Mr. Atul Kumar Mishra (Managing Director)
- Mr. Avantsa Krishna (Director)
- Mr. Satish Kumar Grover (Director)
- Ms. Anita Mishra (Director)
- Mr. Sonu Kumar Varshney (Chief Financial Officer)
- Ms. Nisha Kumari (Company Secretary)

**BANKERS:**
- ICICI Bank Limited
- Indian Bank
- HDFC Bank

**STATUTORY AUDITORS:**
- ANDROS & CO. Chartered Accountants
  A-101, Group Industrial Area
  Wazirpur, New Delhi - 110052

**INTERNAL AUDITORS:**
- Nagar Krishna & Associates Chartered Accountants

**SECRETARIAL AUDITORS:**
- Ms. Richa Khandelwal
  Company Secretary in practice

**REGISTERED OFFICE:**
- Deyor Camps, 6109, DLF Phase-IV,
  Gurugram-122002, Haryana

**CORPORATE OFFICE:**
- 574, 2nd Floor, Main Road, Chirag Delhi
  New Delhi –110017.

**STOCK EXCHANGES:**
- BSE Limited
  Phiroze Jeejeebhoy Towers,
  Dalal Street, Mumbai – 400001

**REGISTRAR AND SHARE TRANSFER AGENT:**
- Indus Portfolio Private Limited
  G-65, Bali Nagar, New Delhi-110015
  Phone: 011 –25449862

**CIN:**
- L31104HR1989PLC033561
JMG CORPORATION LIMITED

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that Thirtieth Annual General Meeting of the Members of “JMG Corporation Limited” is scheduled to be held on Saturday, 3rd day of August, 2019 at 11.00 A.M. at K-7/5, (Near Crystal Children’s Centre) DLF-II, Gurgaon-122002 Haryana, to transact the following business:-

Ordinary Business (es):
1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on March 31, 2019, including the audited balance sheet as at March 31, 2019, the statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Report of the Board of Director (the Board) and Auditors thereon.
2. To appoint a director in place of Mr. Pramod Kumar Nanda (DIN-00213613), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business (es):
3. Appointment of Mr. Atul Kumar Mishra (DIN 00297681) as Managing Director of the Company for a period of 5 (Five) Year and fixation of his remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Section II of Part-II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other recommendations, approvals, sanctions if and when necessary, desirable and expedient in law, the appointment of Mr. Atul Kumar Mishra be and is hereby approved as Managing Director of the Company for a period of 5 (Five) year with effect from 12th November, 2018 upto 11th November, 2023 on such terms and conditions including remuneration as contained in the explanatory statement with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary and modify the terms and conditions of the said appointment, in such manner as may be agreed upon by and between the Board of Directors and Mr. Atul Kumar Mishra within and in accordance with the limits prescribed in Schedule V to the Companies Act, 2013 and if necessary as may be agreed to between the Board of Directors and Mr. Atul Kumar Mishra.

RESOLVED FURTHER THAT the remuneration payable to Mr. Atul Kumar Mishra as Managing Director by way of salary, exgratia payment or commission, perquisites and other allowances, shall not exceed the limits, if any, stipulated under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration by way of salary and perquisites as minimum remuneration subject to such other recommendations, approvals, sanctions, if and when necessary.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of
Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, ex gratia payment or commission, perquisites, allowances, etc. within such prescribed limit or ceiling as may be stipulated therein without any further reference to the Company in General Meeting, if so permitted under the provisions of the Act.

RESOLVED FURTHER THAT the remuneration contained in the explanatory statement proposed be paid to Mr. Atul Kumar Mishra as Managing Director be and is hereby approved for a period of three years.

RESOLVED FURTHER THAT any of the directors and/or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited digitally signing and filing e-forms with the Registrar of Companies, NCT of Delhi and Haryana.”

4. Continuation of appointment of Mr. Pramod Kumar Nanda (DIN- 00213613) as Non-Executive Director w.e.f. 1st April, 2019.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT PURSUANT to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and subject to such other approval as may be required in this regard, consent of the members of the Company be and is hereby accorded for continuance of appointment of Mr. Pramod Kumar Nanda as Non-Executive Director on the Board of the Company w.e.f 1st April, 2019.

RESOLVED FURTHER THAT any of the directors and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited digitally signing and filing e-forms with the Registrar of Companies, NCT of Delhi and Haryana.”

5. To re-appoint Mr. Satish Kumar Grover (DIN- 05242073) as an Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in the force) and relevant regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Kumar Grover (DIN-05242073), Director of the Company, in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years up to March 31, 2024.

RESOLVED THAT PURSUANT to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 and subject to such other approval as may be required in this regard, consent of the members of the Company be and is hereby also accorded for continuance of appointment of Mr. Satish Kumar Grover (DIN-05242073) as Non-Executive Director on the Board of the Company w.e.f 1st April, 2019.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized
JMG CORPORATION LIMITED

to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to
do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in
order to give effect to the above resolution.”

6. To re-appoint Mr. Avantsa Krishna (DIN- 00904526) as an Independent Director
To consider and if thought fit, to pass, with or without modification, the following resolution as
SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and 160 read with Schedule IV
and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment
and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-
enactment thereof for the time being in the force) and relevant regulation of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015, Mr. Avantsa Krishna (DIN-
00904526), Director of the Company, in respect of whom the Company has received a notice in
writing under section 160 of the Companies Act, 2013 from a member proposing his candidature
for the office of the Director be and is hereby re-appointed as an Independent Director of the
Company to hold office for five consecutive years up to March 31, 2024.

RESOLVED THAT PURSUANT to the provisions of Regulation 17(1A) of the SEBI (Listing
Obligations and Disclosure Requirements) Amendment Regulations, 2018 and subject to such
other approval as may be required in this regard, consent of the members of the Company be and
is hereby also accorded for continuance of appointment of Mr. Avantsa Krishna (DIN- 00904526)
as Non-Executive Director on the Board of the Company w.e.f 1st April, 2019.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized
to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to
do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in
order to give effect to the above resolution.”

7. To shift the registered office of the Company from the state of Haryana to National Capital
Territory of Delhi
To consider and if thought fit, to pass, with or without modification, the following resolution as
SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 4, 12, 13 and other applicable
provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government
(Regional Director) and subject also to such permission, sanction or approvals as may be required
under the provisions of the said Act or under any other law for the time being in force or any
statutory modification or amendment thereof, consent of the members be and is hereby accorded
to shift the registered office of the Company from the “State of Haryana” to “National Capital
Territory of Delhi” and that Clause-II of the Memorandum of Association of the company is
substituted by the following clause:

II. The registered office of the Company will be situated in the National Capital
Territory of Delhi.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered
Office of the company be shifted from the state Haryana to such other place in the National Capital
Territory of Delhi as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Pramod Kumar Nanda, Chairman, Mr. Atul Kumar Mishra,
Managing Director and/or Ms. Nisha Kumari, Company Secretary of the Company be and are
JMG CORPORATION LIMITED

hereby authorized jointly or severally to sign, execute and submit such document, forms etc. as may be required and to do all such acts, deeds and things as they may deem necessary and proper in this matter.”

By order of the Board
FOR JMG CORPORATION LIMITED

Sd/-
Nisha Kumari
(Company Secretary)
M. No. 44218

Place: New Delhi
Date: 18/06/2019

NOTE(S):

1. **AMEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.

2. Members / Proxies should bring the enclosed attendance slip duly filled in for attending the Meeting alongwith the Annual Report.

3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board/Governing Body resolution together with their respective specimen signatures authorizing such representative to attend and vote at the Annual General Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours (between 10:00 A.M. and 5:30 P.M.) of the Company, provided that not less than three days of notice in writing is given to the Company.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

7. Members who are holding shares in physical forms are requested to notify changes in their respective address or Bank details to the Company or to the Registrar and Share Transfer Agent of the Company at the address listed at the top of the annual report always quoting Folio number. In respect of holding in Electronic form, members are requested to notify any change in address or Bank detail to their respective depository participant.

8. Shareholders holding shares in the same name or in the same order of names but in several folios...
are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holding in one single folio.

9. Any member desirous of obtaining any information/clarification on the enclosed Accounts should submit the query in writing at the Registered Office of the Company at least 10 days before the date of the Meeting.

10. Members/Proxies are requested to bring their copies of Annual Report with them to the Meeting as the same will not be supplied again at the Meeting as a measure of economy.

11. The Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection by members of the Company.

12. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

13. The Register of Members and Share Transfer Books of the Company will remain closed from August 2, 2019 to August 3, 2019 (both days inclusive).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding securities in the electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Indus Portfolio Private Limited or to the Company.

15. In order to communicate the important and relevant information and event to the members, including quarterly results in cost efficient manner, the members are requested to register their e-mail addresses with the Registrar & Share Transfer Agents (RTA) in case of shares held in physical form and with their respective Depository Participants (DP) in case of Demat holdings.

16. Member may also note that the Notice of the 30th AGM and the Annual Report 2018-19 will be available on the Company’s website www.jmgcorp.in

17. Voting through electronic means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on July 31, 2019(9:00 am) and ends on 2nd August,
JMG CORPORATION LIMITED

2019 (5:00 pm). During this period, members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 27, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:
A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
(i) Open the email and also open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on Shareholder – Login
(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
(vii) Select “EVEN” of JMG Corporation Limited.
(viii) Now you are ready for e-voting as Cast Vote page opens.
(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
(x) Upon confirmation, the message “Vote cast successfully” will be displayed
(xi) Once you have voted on the resolution, you will not be allowed to modify your vote
(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rpa@rpalegal.com or jmgcorp@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
(i) Initial password is provided as below/at the bottom of the Attendance Slip/separately for the AGM:

<table>
<thead>
<tr>
<th>EVEN (Remote e-voting Event Number)</th>
<th>USER ID</th>
<th>PASSWORD/PIN</th>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user
ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 27, 2019.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 27, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Ranjeet Pandey, Company Secretary in Practice (Membership No. 5922) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.jmgcorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai within the time prescribed.

By order of the Board
FOR JMG CORPORATION LIMITED

Sd/-
Nisha Kumari
(Company Secretary)
M. No. 44218

Place: New Delhi
Date: 18/06/2019
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:
The Board of Directors of the Company vide resolution passed at their meeting held on 12th November, 2018 appointed Mr. Atul Kumar Mishra (DIN 00297681) as Managing Director (“MD”) of the Company for a period of 5 years w.e.f 12th November, 2018 subject to the approval of members and such other consents and approvals that may be required.

A summary of the material terms and conditions relating to the appointment of Mr. Atul Kumar Mishra as Managing Director of the Company is as follows:

A. Functions: Mr. Atul Kumar Mishra shall carry out, under the superintendence, direction and control of the Board of Directors of the Company, such functions, exercise such powers and performs such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.

B. Remuneration: In consideration of the performance of his duties, Mr. Atul Kumar Mishra shall be paid monthly remuneration of Rs. 2,50,000/- or as may be varied by the Board.

The information as required by Point A of Section II of Part II of Schedule V of the Companies Act, 2013, is given below:-

I. General Information

1. Nature of Industry: The Company is primarily engaged in the management consultancy services. The Company’s plans for new activities are progressing gradually and management is hopeful that it will gain momentum in the current financial year. The management is striving to add new activities, including trading, and the Directors hope for some progress in these fields in the second half of the current year.

2. Date or expected date of commencement of commercial production: The Company has ceased to carry out manufacturing and trading activity.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NOT APPLICABLE

4. Financial Performance based on given indicators:

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<tr>
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<tbody>
<tr>
<td>Net Sales and Other Income</td>
<td>105.35</td>
<td>72.99</td>
<td>95.13</td>
</tr>
<tr>
<td>Profit/(Loss) before tax</td>
<td>7.32</td>
<td>2.00</td>
<td>25.93</td>
</tr>
<tr>
<td>Profit/(Loss) after tax</td>
<td>5.91</td>
<td>2.54</td>
<td>17.42</td>
</tr>
</tbody>
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5. Foreign investments or collaborations, if any: Nil

II. Information about the appointee

1. Background Details: Mr. Atul Kumar Mishra, aged 62 Years, holds degree in Master in Financial Management and B.E. (Electrical Engineering) He has vast work experience in
service, industrial, consumer and retail businesses.

2. **Past remuneration in the Company:** None.

3. **Recognition or awards:** None

4. **Job Profile and his suitability:** Taking into consideration the size of the Company, the nature of its operations and Mr. Mishra’s broad functional and general management skills, his rich experience in managing the critical business issues, the Board has appointed Mr. Mishra (DIN 002976810) as MD for a period of 5 year w.e.f 12th November, 2018 in the Board Meeting held on 12th November, 2018 subject to approval by members. Mr. Mishra, is the driving force behind the Company. Mr. Mishra is a man with a vision to create a business of excellence and is the inspiration for all, as he spearheads the Company’s management and operations; strategizing and directing it through its next phase of growth. Mr. Mishra is a professional business leader with a track record of leading and transforming large and diversified organisations, across various industries including service, industrial, consumer and retail businesses.

5. **Remuneration proposed:** Monthly Remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The proposed remuneration is comparable considering the industry, size of the Company, the managerial position, the credentials and responsibilities of the MD.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Except the remuneration as stated above, Mr. Mishra has no direct or indirect pecuniary relationship with the Company or with other managerial personnel except Mr. Anita Mishra, spouse of Mr. Mishra who is also director of the Company. Further, he holds 84,80,331 equity shares in the Company.

III. Other Information

1. **Reasons of loss or inadequate profits:** The change in business condition and delay in project implementation is the main reason for inadequacy of profit.

2. **Steps taken or proposed to be taken for improvement:** The Company is taking necessary actions in diversifying its activities and business plan due to slow down in the Power sector where it has core strength on the advisory services. It is exploring various new options in adding business on Digital India Initiative of Govt. of India and related activities.

It is in advance stage of discussions in evaluating few new business options for cooperation and strategic Joint working which shall provide significant support in the revenue projections in the current financial year.

3. **Expected increase in productivity and profits in measurable terms:** The Company is exploring various new options in adding business on Digital India Initiative of Govt. of India and related activities apart from carrying on existing business. It is in advance stage of discussions in evaluating few new business options for cooperation and strategic Joint working which shall provide significant support in the revenue projections in the current financial year. The profit
JMG CORPORATION LIMITED

after tax may increase in next financial year 2019-2020 in case the Company succeeds in its objective.

The Directors recommend resolution listed at item No. 3 to the Shareholders as Special Resolution. None of the Directors, except Mr. Atul Kumar Mishra and Mrs. Anita Mishra, spouse of Mr. Mishra, is concerned or interested in this resolution.

Item No. 4:

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, Mr. Pramod Kumar Nanda, a Non-Executive Director having an age of more than 75 years, can continue as director of the Company only after obtaining approval of members through special resolution.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail services of Mr. Pramod Kumar Nanda (DIN- 00213613) as non-executive director. Except Mr. Pramod Kumar Nanda (DIN- 00213613) to whom the resolution relates, no other director, key managerial personnel or their relatives, are concerned or interested in the resolution.

Mr. Nanda is the Chairman of the Board and the resolution seeks the approval of members for the continuance of appointment of Mr. Pramod Kumar Nanda (DIN- 00213613) as Non-Executive Directors of the Company w.e.f. 1st April, 2019 pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5 and 6:

Mr. Satish Kumar Grover and Mr. Avantsa Krishna were appointed as Independent Director of the Company to hold office up to March 31, 2019. Their term expired on March 31, 2019, however, considering their experience, it is expected that their continued association would be of immense benefit to the Company and Company is desirable to continue to avail their services.

Except Mr. Satish Kumar Grover and Mr. Avantsa Krishna to whom the resolution relates, no other director, key managerial personnel or their relatives, are concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 5 and 6 for the approval of the members.

Item No. 7:

Presently, the Company’s registered office is located at Deyor Camps, 6109, DLF Phase-IV, Gurugram-122002, Haryana. The Board of Directors of your Company at their meeting held on 21st May, 2018 has decided to shift the registered office from present location to 574, Main Road, Chirag Delhi, New Delhi-110017 to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market. Further, under the provisions of Section 13 of Companies Act, 2013, subject to approval of Central Government (Regional Director), a special resolution is required to be passed for shifting the registered office of the company from one state to another. Hence the special resolution is proposed for your approval.

The above special resolution is for approval by the members in terms of Section 13 of Companies Act, 2013.
JMG CORPORATION LIMITED

Copy (ies) of Memorandum & Articles of Association of the Company will be available for inspection during the business hours on all working days at the Registered Office of the Company upto the date of Extra-Ordinary General Meeting.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING IN TERMS OF SECRETARIAL STANDARDS AND SEBI (LODR)

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Mr. Atul Kumar Mishra</th>
<th>Mr. Pramod Kumar Nanda</th>
<th>Mr. Avantsa Krishna</th>
<th>Mr. Satish Kumar Grover</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>62 years</td>
<td>87 years</td>
<td>85 years</td>
<td>80 years</td>
</tr>
<tr>
<td>Qualification</td>
<td>Master in Financial Management and B.E. (Electrical Engineering)</td>
<td>Chartered Accountant Company Secretary</td>
<td></td>
<td>BSC</td>
</tr>
<tr>
<td>Experience (including expertise in specific functional area)/Brief Resume</td>
<td>Masters in financial Management having over 35 years of experience in the power sector and project advisory with Coal &amp; Gas based power plants</td>
<td>Mr. Pramod Kumar Nanda currently serving as a Member of Board of SML Isuzu Limited since 2006. Mr. Nanda served as the Wholetime Director of Vascular Concepts Limited from 1992 to 2010 and served as Director of G.E. Capital Investment Private Limited from 1992 to 2009. He has vast experience in the field of Finance, legal and Business Management</td>
<td>Worked in Satia Industries Ltd as Director from 1991 to 2016. Served as Director in Big Bang Enterprises Private Limited from 2006 to 2009. Served Mdg Associates Private Limited from 2007 to 2012. Worked as Director in SRI Engineers Private Ltd from 1995 to 2011 and Shreejee Associates Private Limited from 1990 to 2012.</td>
<td>Worked in NCDC and India from 1962 to 1980. From 1995 Till date worked as advisor in Coal/Power sector in various reputed Companies</td>
</tr>
<tr>
<td>Terms and Conditions of Appointment/Reappointment</td>
<td>As per notice of AGM and explanatory statement</td>
<td>As per notice of AGM and explanatory statement</td>
<td>As per notice of AGM and explanatory statement</td>
<td>As per notice of AGM and explanatory statement</td>
</tr>
<tr>
<td>Remuneration last drawn (including sitting fees, if any)/proposed to be paid</td>
<td>Rs. 2,50,000/- Per Month</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Date of first appointment on the Board</td>
<td>March 31, 2015</td>
<td>May 01, 1989</td>
<td>August 14, 2012</td>
<td>May 30, 2013</td>
</tr>
<tr>
<td>--------------------------------------</td>
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</tr>
<tr>
<td>Shareholding in the Company as on March 31, 2017</td>
<td>84,80,131</td>
<td>19,40,789</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Relationship with other Directors/Key Managerial Personnel</td>
<td>Spouse of Mrs. Anita Mishra</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Number of meetings of the Board attended during the year</td>
<td>7</td>
<td>4</td>
<td>5</td>
<td>4</td>
</tr>
<tr>
<td>Directorship held in other Companies</td>
<td>3</td>
<td>1</td>
<td>1</td>
<td>NIL</td>
</tr>
</tbody>
</table>

By order of the Board
FOR JMG CORPORATION LIMITED

Sd/-
Nisha Kumari
(Company Secretary)
M. No. 44218

Place: New Delhi
Date: 18/06/2019