



J. KUMAR INFRAPROJECTS LIMITED

Regd. Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai 400 057, Maharashtra, India, Phone: +91 22 67743555, Fax: +91 22 26730814, Email: investor.grievances@jkumar.com
Website: www.jkumar.com, CIN: L74210MH1999PLC122886

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, July 02, 2025	Thursday, July 31, 2025

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations, 2015'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (ICSI) (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing the Special Resolution through postal ballot, by way of voting through electronic means (**'remote e-voting'**).

Pursuant to Section 102, 110 and other applicable provisions of the Act and SS-2, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice. Pursuant to Rule 22 (5) of the Rules, the Board of Directors of the Company have **appointed Mr. Dhrumil Shah, Partner of M/s. Dhrumil M. Shah & Co. LLP**, Practicing Company Secretaries, (ICSI URN: L2023MH013400) as "Scrutinizer" for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the MCA Circulars, **J. Kumar Infraprojects Limited** (the **'Company'**/ **'JKIL'**) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the

Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations, 2015 and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of **National Securities Depository Limited ('NSDL')** for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.jkumar.com>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on **Thursday, July 31, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter. Accordingly, the Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days from the conclusion of the postal ballot e-voting. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://www.jkumar.com> and on the website of NSDL at www.evoting.nsdl.com

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH J. KUMAR-NCC PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 185, 186 and 188 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with the applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, including Regulation 2(1)(zc) and Regulation 23(4) thereof, as amended from time to time (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof and any circulars, notifications, clarifications, rules passed

thereunder from time to time), and in accordance with the terms and conditions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving of guarantee(s)/ and/or providing of security(ies) in connection with any Loan taken/to be taken by J. Kumar-NCC Private Limited in whom the Director of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate **Rs. 3,000 crores (Rupees Three Thousand Crores only)** at any time, in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loan to be utilized by J. Kumar-NCC Private Limited for their respective principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to furnish a copy of the resolution, certified as true to anyone concerned or anyone interested in the matter and they be requested to act thereon."

FOR J. KUMAR INFRAPROJECTS LIMITED

**Sd/-
Poornima
Company Secretary and Compliance Officer**

Registered Office:

J. Kumar House,
CTS No. 448, 448/1, 449 Subash Road,
Vile Parle (East), Mumbai 400057

Place: Mumbai

Date: June 17, 2025

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Rules each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from the Depositories/ Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, June 20, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, 2015, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in the Notice.
5. The remote e-voting shall commence on **Wednesday, July 02, 2025** at 9:00 a.m. (IST) and shall end on **Thursday, July 31, 2025** at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
6. The Board of Directors has appointed **Mr. Dhrumil Shah, Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, (ICSI URN:**

L2023MH013400) as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.

7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.jkumar.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Thursday, July 31, 2025**.
10. Members may download the Notice from the website of the Company at <https://www.jkumar.com> or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretarial@jkumar.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
13. **Process for Registration of e-mail addresses:**

Members holding shares in physical mode and who have not registered / updated their e-mail addresses are requested to update their e-mail addresses with the RTA in prescribed Form ISR-1 and other forms pursuant to Circular issued by the Securities and Exchange Board of India (SEBI), bearing No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. The formats of the forms are available on the website of the RTA at www.bigshareonline.com. Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company <https://www.jkumar.com> and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com).

14. INSTRUCTIONS FOR VOTING FOR MEMBERS:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 4. 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the

	<p>e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhruvil@dmsah.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@jkumar.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@jkumar.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated June 17, 2025:

ITEM NO. 1

The Board of Directors of the **J. Kumar Infraprojects Limited** (the ‘**Company**’/ ‘**JKIL**’), based on the recommendation of the Audit Committee, has approved the proposal to provide guarantee or security, as may be required from time to time, in connection with any loan or other financial facility obtained or to be obtained by J. Kumar-NCC Private Limited (“JK-NCC”), an associate company, for the purpose of execution of “**Design Construction and Operation of Twin Tunnel From Film City Goregaon to Khindipada (Amar Nagar), Mulund Including, Box tunnel (Cut & Cover) At Film City, Electrical, Mechanical and Associated Works**”.

JK-NCC is a private limited company, in which the Company holds 49 % of the equity shares, engaged in infrastructure development, civil construction, and allied activities. It undertakes various government and private projects including roads, bridges, flyovers, metro systems, and related works. In view of its operational requirements, JK-NCC may need to raise funds by way of loans or financial assistance from banks and financial institutions. To facilitate

the same, the Company proposes to extend guarantee(s) or provide security(ies) up to an amount not exceeding Rs. 3,000 Crores in favour of the lenders, subject to applicable statutory and regulatory approvals.

In terms of Section 185 of the Companies Act, 2013, as amended, a company is restricted from directly or indirectly advancing any loan, or giving any guarantee or providing any security in connection with any loan taken by any person in whom any of the directors is interested, unless prior approval of the shareholders is obtained by way of a special resolution and the loan is utilized for the principal business activities of the borrowing entity. JK-NCC is considered a person in whom a director of the Company is interested, as Mr. Nalin J. Gupta, Managing Director of the Company, also holds a directorship in JK-NCC.

Further, under Section 186 of the Companies Act, 2013 and applicable rules, the Company may give any loan, guarantee or security to any other body corporate or person up to 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is more. Where the aggregate of such transactions exceeds these limits, shareholders' approval by way of a special resolution is required. Accordingly, member's approval is being sought through this resolution to ensure compliance with the requirements of both Sections 185 and 186 of the Act in a consolidated manner.

The transaction also qualifies as a related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the value of the proposed guarantee/security exceeds 10% of the Company's annual consolidated turnover as per the latest audited financial statements for the year ended March 31, 2025. Accordingly, the transaction is classified as a material related party transaction and requires members approval.

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the following information is being disclosed:

Sr. No.	Description	Details of proposed RPTs
1.	Summary of information provided by the Management to the Audit Committee and Board of Director for approval of the proposed RPTs.	
a)	Type, material terms and particulars of the proposed transaction	Giving of guarantee(s) and/or providing of security(ies) by the Company in connection with loan(s) or other financial assistance taken or to be taken by J. Kumar-NCC Private Limited from banks/financial institutions for their business operations.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its	J. Kumar-NCC Private Limited – Associate Company. Mr. Nalin J. Gupta, Managing Director of the

	concern or interest (financial or otherwise)	Company, is also a Director in J. Kumar-NCC Private Limited and holds an indirect interest.
c)	Tenure of the proposed transaction (particular tenure shall be specified)	The guarantee/security shall remain valid until the expiry of the respective loan tenure(s)
d)	Value of the proposed transaction	Up to ₹3,000 Crores (Rupees Three Thousand Crores only).
e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value represents approximately 52.69% of the Company's annual consolidated turnover for the financial year ended March 31, 2025.
f)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction	Not applicable
g)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <input type="checkbox"/> nature of indebtedness; <input type="checkbox"/> cost of funds; and <input type="checkbox"/> tenure;	Not applicable
h)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Terms will depend on the respective lending arrangements entered into by J. Kumar-NCC Private Limited with lenders. The Company's obligation is limited to providing guarantee/security as required.
i)	Justification as to why the RPT is in the interest of the listed entity	Facilitating credit support to an associate company engaged in infrastructure development will enhance the business prospects of the group and contribute to the long-term growth and strategic interest of the Company.
j)	A copy of the valuation or other	Not Applicable

	external party report, if any such report has been relied upon	
k)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	On a voluntary basis, the proposed transaction represents approximately 1216.15% of the counterparty's annual consolidated turnover.
l)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	Not Applicable
m)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
n)	any advance paid or received for the contract or arrangement, if any;	Nil
o)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds borrowed by J. Kumar-NCC Private Limited against the guarantee/security provided by the Company will be utilized exclusively for its principal business activities.

The Audit Committee has considered and reviewed all relevant factors including nature, scope, terms, financial exposure, and the strategic rationale for the transaction. The Board of Directors (excluding the interested directors) has approved the transaction, subject to shareholder approval.

The related party transaction(s)/contract(s)/arrangement(s) proposed herein have been reviewed and found to be on terms which satisfy the arm's length criteria. These transactions also fall within the ordinary course of business of the Company.

Members may further note that, in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether or not such related party(ies) is a party to the aforesaid transactions) shall not vote on the resolution under Item No. 1.

Members may note that the related party transaction, placed for members approval, shall, at all times, be subject to review of the audit committee of the Company and shall continue to be in the ordinary course of business and at arm's length.

According to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transactions shall be approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed and monitored on quarterly basis by the audit committee of the Company as required under Regulation 23(2) and Regulation 23(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transaction, as a part of Company's Related Party Transactions Policy, shall be placed before the members for approval, as required under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed related party transaction shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company.

The Board recommends the resolution for the approval of the members by way of a Special Resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as a **Special Resolution**.

By Order of the Board of Directors
FOR J. KUMAR INFRAPROJECTS LIMITED

Poornima
Company Secretary and Compliance Officer

Registered Office:

J. Kumar House,
CTS No. 448, 448/1, 449 Subash Road,
Vile Parle (East), Mumbai 400057

Place: Mumbai

Date: June 17, 2025