

J.KUMAR INFRAPROJECTS LIMTIED
CIN NO L74210MH1999PLC122886
16-A, ANDHERI INDUSTRIAL ESTATE, VEERA DESAI ROAD, ANDHERI, MUMBAI 53

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special resolution(s) passes under Section 110 of the companies Act, 2013 ('the act') read with the Companies (Management and Administration) rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force):

The Company had appointed Shri D S M Ram, Company Secretary in Whole Time Practive, as the scrutinizer for conducting the Postal Ballot in a fair and transparent manner, Shri D S M Ram has submitted his report dated 1st July 2014 to the Company.

The details of Resolutions passed by Postal Ballot are as under:

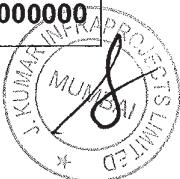
Resolution No. 1 – Increasing the Borrowing Powers of the Company up to Rs.3500 crores under the provisions of Section 180 (1) (c) of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent : 5513

A	Postal Ballot	
	Number of Forms received	43
	Number of Invalid Votes	2
	No. of Valid Forms (A)	41
B	e-Voting	
	Number of members who participated in e-Voting	22
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	1
	Number of Valid e-Votes (B)	21
	TOTAL (A+B)	62

Analysis of Special Resolution No. 1 as set out in the Notice

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	1	3	9,919	81	10,000	0.050002
Assent	41	19	60	16,579,438	3,409,404	19,988,842	99.948723
Dissent	0	2	2	0	255	255	0.001275
Total	43	22	65	16,589,357	3,409,740	19,999,097	100.000000



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% of total votes casted in favour of the Resolution: 99.94%
% of total votes casted against the resolutions: .0012%

Resolution No. 2 – Authority to the Board of Directors to create charges / mortgages on the assets of the Company upto the borrowing limits of Rs.3500 crores as required under the provisions of Section 180 (1) (a) of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent: 5513

A	Postal Ballot	
	Number of Forms received	43
	Number of Invalid Votes	2
	No. of Valid Forms (A)	41
B	e-Voting	
	Number of members who participated in e-Voting	22
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	1
	Number of Valid e-Votes (B)	21
	TOTAL (A+B)	62

Analysis of Special Resolution No. 2 as set out in the Notice

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	1	3	9,919	81	10,000	0.050002
Assent	41	19	60	16,579,438	3,409,404	19,988,842	99.948723
Dissent	0	2	2	0	255	255	0.001275
Total	43	22	65	16,589,357	3,409,740	19,999,097	100.000000

% of total votes casted in favour of the Resolution: 99.94%
% of total votes casted against the resolutions: .0012%

Resolution No. 3 – Transaction with Related Party under the provisions of Section 188 of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent: 5513

A	Postal Ballot	
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**J.KUMAR INFRAPROJECTS LIMTIED
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	Number of Forms received	43
	Number of Invalid Votes	2
	Number of Forms who have abstained	9
	No. of Valid Forms (A)	32
B	e-Voting	
	Number of members who participated in e-Voting	22
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	2
	Number of Valid e-Votes (B)	20
	TOTAL (A+B)	52

Analysis of Special Resolution No. 3 as set out in the Notice*

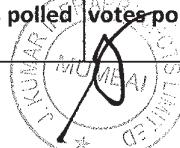
Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	2	4	9,919	181	10,000	0.247
Assent	32	17	49	635,521	3,408,854	4,044,375	99.736
Dissent	0	3	3	0	705	705	0.017
Total	34	22	56	645,540	3,409,740	4,055,080	100.000

*Postal Ballot Forms received from the Promoter and Promoter Group of the Company holding 15,943,917 Equity Shares have not been considered in the above table relating to Resolution No. 3, since being related parties they have abstained from voting.

% of total votes casted in favour of the Resolution: 99.73%
% of total votes casted against the resolutions: .017%

POSTAL BALLOT - CLAUSE 35 REPORT DATED : 01/07/2014

POSTAL BALLOT - CLAUSE 35 REPORT DATE:01/07/2014								
CATEGORY WISE - SUMMARY OF POLL RESULTS								
Resol ution No.	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled



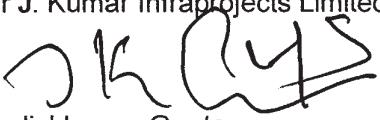
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		(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
1	Promoter and Promoter Group	15944027	15943917	100.00	15943917	0	100.00	0.00
1	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
1	Public-Others	9109306	1378019	15.13	1377764	255	99.98	0.02
	Resolution Total: (1)	27801205	19989097	71.90	19988842	255	100.00	0.00
2	Promoter and Promoter Group	15944027	15943917	100.00	15943917	0	100.00	0.00
2	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
2	Public-Others	9109306	1378019	15.13	1377764	255	99.98	0.02
	Resolution Total: (2)	27801205	19989097	71.90	19988842	255	100.00	0.00
3	Promoter and Promoter Group	15944027	0	0.00	0	0	0.00	0.00
3	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
3	Public-Others	9109306	1377919	15.13	1377214	705	99.95	0.05
	Resolution Total: (3)	27801205	4045080	14.55	4044375	705	99.98	0.02

Note: Resolution No.3 Promoter and Promoter Group of the Company holding 15,943,917 Equity Shares have not been Considered in the above table relating to Resolution No.3 , since being related parties they have abstained from voting.

Thus, the Special Resolutions (3 Nos.) as contained in the Notice dated 20th May, 2014 have been passed with Requisite Majority as required under the provisions of the Companies Act, 2013

For J. Kumar Infraprojects Limited


Jagdishkumar Gupta

Chairman cum Managing Director



J.KUMAR INFRAPROJECTS LIMTIED
CIN NO L74210MH1999PLC122886
16-A, ANDHERI INDUSTRIAL ESTATE, VEERA DESAI ROAD, ANDHERI, MUMBAI 53

PROCEEDINGS HELD ON 3RD JULY, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 16-A, ANDHERI INDUSTRIAL ESTATE, VEERA DESAI ROAD, ANDHERI, MUMBAI-53 AT 11.00A.M

Present

Shri Jagdishkumar Gupta - Chairman cum managing Director

Mrs Poornima Reddy - Company Secretary

The Company Secretary, Mrs Poornima Reddy, stated that the Board of Directors pursuant to Resolutions passed on 20th May 2014 accorded its consent to pass the following Resolutions under Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force):

- a) Authorisation for borrowing money u/s 180 (1) (c) of the Companies Act 2013.
 - b) Providing Security u/s 180 (1) (a) of the Companies, 2013 in connection with the borrowings of the Company.
 - c) Transaction with Related Party under Section 188 of the Companies Act 2013.

Further, the Board of Directors appointed Shri D S M Ram, Practising Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

The Company offered e-voting facilities also to its members enabling them to cast their votes electronically. The Company had signed an agreement with Karvy Computer Share Pvt Ltd to enable the members to cast their votes electronically pursuant to Clause 35B of the listing Agreement.

The Company Secretary further stated that the Company, on 28th May, 2014 dispatched/e-mailed to all its shareholders, a Notice dated 20th May, 2014 under section 110 of the Companies Act, 2013 for obtaining the consent of the Shareholders to the Special resolution(s) as set out therein by means of Postal Ballot.

It was further informed that the postal ballot form sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 30th June, 2014. The Company Secretary further stated that Scrutinizer, Shri D S M Ram, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (5.P.M) on 30th June 2014 and the he had submitted his Report thereon, 1st July 2014, addressed to the Chairman of the Company.

Based on the above Report, Shri Jagdishkumar Gupta, Chairman cum managing Director, declared the result of the voting exercise as follows.

SUMMARY OF RESULTS OF POSTAL BALLOT:

Resolution No. 1 – Increasing the Borrowing Powers of the Company up to Rs.3500 crores under the provisions of Section 180 (1) (c) of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent : 5513

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	No. of Valid Forms (A)	41
B	e-Voting	
	Number of members who participated in e-Voting	22
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	1
	Number of Valid e-Votes (B)	21
	TOTAL (A+B)	62

Analysis of Special Resolution No. 1 as set out in the Notice

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	1	3	9,919	81	10,000	0.050002
Assent	41	19	60	16,579,438	3,409,404	19,988,842	99.948723
Dissent	0	2	2	0	255	255	0.001275
Total	43	22	65	16,589,357	3,409,740	19,999,097	100.000000

% of total votes casted in favour of the Resolution: 99.94%

% of total votes casted against the resolutions: .0012%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Increasing the Borrowing Powers of the Company up to Rs.3500 crores under the provisions of Section 180 (1) (c) of the Companies Act, 2013

RESOLVED THAT in supersession to the Resolution passed in the 13th Annual General meeting held on 26th August 2013 , on the matter and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (C) of the Companies Act , 2013 borrow to, from time to time, any sum or sums of money

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(including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, by way of loans, cash credit, advances, or deposits, or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress, investments, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs 3,500 crores (Rupees Three Thousand Five Hundred Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things including but not restricted to Debenture Trust Deeds or Mortgage, Charge, Hypothecation, Lien, Promissory Notes, Deposits and other deeds and Instruments or writings containing such conditions and covenants as the Directors may think fit with powers to vary and / or alter the terms and conditions of security created / to be created and to execute all such documents, instruments and writings as may be required."

Resolution No. 2 – Authority to the Board of Directors to create charges / mortgages on the assets of the Company upto the borrowing limits of Rs.3500 crores as required under the provisions of Section 180 (1) (a) of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent: 5513

A	Postal Ballot	
	Number of Forms received	43
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Analysis of Special Resolution No. 2 as set out in the Notice

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	1	3	9,919	81	10,000	0.050002
Assent	41	19	60	16,579,438	3,409,404	19,988,842	99.948723
Dissent	0	2	2	0	255	255	0.001275
Total	43	22	65	16,589,357	3,409,740	19,999,097	100.000000

% of total votes casted in favour of the Resolution: 99.94%

% of total votes casted against the resolutions: .0012%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

"RESOLVED THAT in supersession to the Resolution passed in the 13th Annual General meeting held on 26th August 2013 , on the matter and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 (" Old Act") and other applicable provisions, if any, of the old Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company under the provisions of Section 180 (1) (a) of the Companies Act , 2013, to create mortgages/charges on all or any of the immovable and movable properties and assets, both present and future exclusively or ranking pari passu with or second or subservient or subordinate to the mortgages/charges already created or to be created in future by the Company for securing any loans and/or advances or guarantees and/or any financial assistance or obligations obtained / undertaken or that may be obtained / undertaken by the Company or any other Body Corporate, from financial institutions, insurance companies, banks or credit agencies, incorporated or constituted in India or abroad, machinery suppliers and/or other persons or institutions providing finance for purchase of assets or for making investments or for working capital or for purchase of assets or for making investments or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme or in favour of trustees for debentureholders/bondholders appointed or that may be appointed hereafter as securities for debentures/bonds issued or that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed by more than Rs 3,500 crores (Rupees Three Thousand Five Hundred Crores only) over and above the aggregate of the paid up capital and free reserves of the company being the amounts consented by the Company, by the Resolution passed at this meeting pursuant to Section 180(1)(c) of the Companies Act, 2013, or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, if any, costs, charges, expenses, remuneration and other monies payable to the lenders/trustees and all other

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monies payable by the Company AND THAT the mortgages/charges created by the Company so far be and they are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to and cause to prepare, finalise, approve and execute on behalf of the Company with the lending financial institutions, banks, credit agencies, machinery suppliers, institutions and the trustees for the debentures/bondholders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolutions"

Resolution No. 3 – Transaction with Related Party under the provisions of Section 188 of the Companies Act, 2013

Total No of shareholders to whom Postal Ballot Form(s) were sent: 5513

A	Postal Ballot	
	Number of Forms received	43
	Number of Invalid Votes	2
	Number of Forms who have abstained	9
	No. of Valid Forms (A)	32
B	e-Voting	
	Number of members who participated in e-Voting	22
	Votes casted in physical form so not accounted	0
	Number of Invalid e-Votes	2
	Number of Valid e-Votes (B)	20
	TOTAL (A+B)	52

Analysis of Special Resolution No. 3 as set out in the Notice*

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot Forms	e- Votes	Total	Postal Ballot Forms	e-Votes	Total	
Invalid	2	2	4	9,919	181	10,000	0.247
Assent	32	17	49	635,521	3,408,854	4,044,375	99.736
Dissent	0	3	3	0	705	705	0.017
Total	34	22	56	645,540	3,409,740	4,055,080	100.000

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*Postal Ballot Forms received from the Promoter and Promoter Group of the Company holding 15,943,917 Equity Shares have not been considered in the above table relating to Resolution No. 3, since being related parties they have abstained from voting.

% of total votes casted in favour of the Resolution: 99.73%

% of total votes casted against the resolutions: .017%

The following Resolution was thereafter declared to have been duly passed with requisite majority

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto an amount of Rs 90 Crores for the purpose of purchase of Corporate House for the Company and taking lease and license of Unit No 16A, 14, 134, 145 and 146 situated at Andheri Industrial Estate, Veera Desai Road, Mumbai upto the maximum amount of Rs Seventy Two lakhs Sixty Thousand only (72,60,000/-) per annum amounts as appended below::

Rs in Crores

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2014					
	Transactions defined u/s 188(1) of Companies Act, 2013				Others
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials.	
NAME OF RELATED PARTIES :-					
COMPANIES:					
J. Kumar Developers Limited		90.00	-	-	-
SUBSIDIARIES /STEP-DOWN SUBSIDIARIES /JOINT-VENTURE:		-	-	-	-
DIRECTORS ,KMPs ,RELATIVES OF DIRECTORS AND KMPs ,/OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2.76 of the Companies Act, 2013		-	72	-	-
a) Mr. Jagdishkumar Gupta b) Mr. Kamal J Gupta c) Mr. Nalin J Gupta d) J. Kumar & Co					

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors and/ or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

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POSTAL BALLOT - CLAUSE 35 REPORT DATED : 01/07/2014

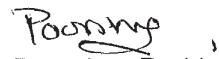
POSTAL BALLOT - CLAUSE 35 REPORT DATE:01/07/2014								
CATEGORY WISE - SUMMARY OF POLL RESULTS								
Resolu tion No.	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
1	Promoter and Promoter Group	15944027	15943917	100.00	15943917	0	100.00	0.00
1	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
1	Public-Others	9109306	1378019	15.13	1377764	255	99.98	0.02
	Resolution Total: (1)	27801205	19989097	71.90	19988842	255	100.00	0.00
2	Promoter and Promoter Group	15944027	15943917	100.00	15943917	0	100.00	0.00
2	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
2	Public-Others	9109306	1378019	15.13	1377764	255	99.98	0.02
	Resolution Total: (2)	27801205	19989097	71.90	19988842	255	100.00	0.00
3	Promoter and Promoter Group	15944027	0	0.00	0	0	0.00	0.00
3	Public Institutional Holders	2747872	2667161	97.06	2667161	0	100.00	0.00
3	Public-Others	9109306	1377919	15.13	1377214	705	99.95	0.05
	Resolution Total: (3)	27801205	4045080	14.55	4044375	705	99.98	0.02

Note: Resolution No.3 Promoter and Promoter Group of the Company holding 15,943,917 Equity Shares have not been Considered in the above table relating to Resolution No.3 , since being related parties they have abstained from voting.

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Thus, the Special Resolutions (3 Nos.) as contained in the Notice dated 20th May, 2014 have been passed with Requisite Majority as required under the provisions of the Companies Act, 2013

For J. Kumar Infraprojects Limited


Poornima Reddy
Company Secretary