



J.Kumar

**J.KUMAR INFRAPROJECTS LIMTIED
CIN NO L74210MH1999PLC122886**

**16-A, ANDHERI INDUSTRIAL ESTATE, VEERA DESAI ROAD, ANDHERI (W), MUMBAI-53. INDIA. Tel: (022)
67743555/26730291/0848 Fax No (022) 26730814. www.jkumar.com**

NOTICE FOR AGM

Notice is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING OF J. KUMAR INFRAPROJECTS LIMITED** will be held at GMS Community Hall, Sitaladevi Complex, 1st Floor, D.N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra on Wednesday September 26, 2018 at 11.00 a.m. to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the reports of the Board of Directors and Auditors thereon; as an Ordinary Resolution:**

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- 2. To declare dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of ₹ 2/- (Two Rupees only) per equity share of ₹ 5/- (Five Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."

- 3. To appoint Mr Jagdishkumar M. Gupta, who retires by rotation and being eligible offers himself for re-appointment as a Director and in this regard pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr Jagdishkumar M. Gupta (DIN:01112887) a Director liable to retire by rotation, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

- 4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act,

2013, read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force, the appointment of M/s. Todi Tulshyan & Co, Chartered Accountants, bearing registration number of the firm 002180C as the Statutory Auditors of the Company approved by Ordinary Resolution passed at the Eighteenth Annual General Meeting of the Company to hold office from the conclusion of the Eighteenth Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting, be and is hereby ratified for the balance term and accordingly, they continue to hold office until the conclusion of the Twenty Second Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee be are 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 and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

- 5. To appoint Mr. Padam Prakash Jain (Din No 00971581) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following as an Ordinary Resolution**

"RESOLVED THAT Mr. Padam Prakash Jain (DIN No 00971581) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from November 14 2018, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149,152 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 force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. , be and is hereby appointed as an Independent Director of the Company to hold office for

- five consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2023”
- 6. Continuance of Directorship of Dr.R.Srinivasan (Din:00003968), Independent Director of the Company**

To Consider and if thought fit, to pass, the following resolution as a Special resolution

“RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of Dr. R.Srinivasan (Din:00003968) who was appointed as an Independent Director of the Company, at the 15th Annual General Meeting of the Company held on 16th September 2014, in accordance with the applicable provisions of the Companies Act, 2013 and has attained the age of Eighty Seven years, to hold office as a Non-Executive Independent Director upto the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

- 7. Continuance of Directorship of Mr. P.P.Vora (Din: 00003192), Independent Director of the Company**

To Consider and if thought fit, to pass, the following resolution as a Special resolution

“RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of P.P.Vora (Din: 00003192) who was appointed as an Independent Director of the Company, at the 15th Annual General Meeting of the Company held on 16th September 2014, in accordance with the applicable provisions of the Companies Act, 2013 and has attained the age of Seventy Five years, to hold office as a Non-Executive Independent Director upto the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

- 8. Continuance of Directorship of Mr. Ajit Singh Chatha(Din: 02289613), Independent Director of the Company**

To Consider and if thought fit, to pass, the following resolution as a Special resolution

“RESOLVED THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 01, 2019, consent of the Members of the Company be and is hereby accorded to the continuance of Directorship of Mr. Ajit Singh Chatha (Din: 02289613) who was appointed as an Independent Director of the Company, at the 15th Annual General Meeting of the Company held on September 16, 2014, in accordance with the applicable provisions of the Companies Act, 2013 and has attained the age of Eighty Three years, to hold office as a Non-Executive Independent Director upto the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

- 9. To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2019 and in this regard, to pass, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the M/s Kirit Mehta & Co., Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the “financial year ending March 31, 2019, be paid the remuneration of ₹ 8,00,000/- excluding taxes;”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
J. Kumar InfraProjects Limited

Poornima Reddy
Company Secretary

Date: August 9, 2018
Place: Mumbai

Notes:

J. KUMAR INFRAPROJECTS LIMITED

I. Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013 In Respect Of The Special Business Under Items No(S) 5 To 9 Set Out Above Is Annexed Hereto.

II. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Himself And Such Proxy Need Not Be A Member Of The Company.

A Person Can Act As A Proxy On Behalf Of Members Not Exceeding Fifty And Holding In The Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company Carrying Voting Rights. However, A Member Holding More Than Ten Percent Of The Total Share Capital Of The Company Carrying Voting Rights May Appoint A Single Person As Proxy And Such Person Shall Not Act As A Proxy For Any Other Person Or Shareholder.

II A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:

i) it is signed by the member or by his/her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank.

ii) It is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting, together with the power of attorney or other authority (if any), under which it is signed or copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company/ Registrar and share Transfer Agent.

III. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

IV. In terms of Section 152 of the Act, Mr. Jagdishkumar M Gupta Director retires by rotation at the meeting and being eligible, offer himself for reappointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company command for re-appointment.

V. Mr. Jagdishkumar M Gupta is interested in the Ordinary Resolution set out in Item No 3 of the Notice with regard to the his re-appointment. Mr. Kamal J Gupta, Managing Director and Mr Nalin J Gupta, Managing Director and Mrs Kusum J Gupta, Director being related to Mr Jagdishkumar M Gupta may be deemed to be interested in the resolution set out at Item No 3 of the Notice. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No 1 to 4 of the Notice.

VI. Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India the details of Directors proposed to be appointed/re-appointed are provided in the “Annexure” to the Notice

VII. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. However the Company had taken the resolution for the ratification for the remaining period i.e from the conclusion of the Eighteenth Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting.

M/s. Todi Tulshyan & Co , Chartered Accountants have consented to and confirmed that their ratification of appointment for the remaining period, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the Section 139(1), section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.The Board commends the Ordinary Resolution set out at item no 4 of the Notice for the approval of the members.

VIII. The Register of Members and Share transfer Books of the Company will remain closed from Thursday September 20, 2018 to Wednesday September 26, 2018 (Both days inclusive).

IX. Dividend as recommended by the Directors, if declared at the Annual General Meeting will be paid after Tuesday September 25, 2018 to the members whose names appear in the Company’s Register of Members as on Wednesday September 26, 2018 (In respect of shares held in physical form) and to those “deemed members” whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of Business hours of Wednesday September 19, 2018(in respect of shares held in electronic form).

- X. Members desirous of obtaining any information concerning the accounts and operations of the Company are request to the address their questions in writing to the Company Secretary at least seven days before the date of the meeting , so that the information required may be made available at the Meeting.
- XI. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements 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.
- XII. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- XIII. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act 2013 and the Rules framed there under to the Registrars of the Company.
- XIV. Members holding shares in physical form are requested to notify /send the following to the Company's Registrar and Share Transfer Agent to facilitate better service:
- (i) Any change in their address/mandate/bank details.
 - (ii) Particulars of their bank account, for printing on the dividend warrants (to help prevent fraudulent encashment), in case the same have not been sent earlier, and
 - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- XV. Members holding shares in electronic form are advised that address/ bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform their respective Depository Participants of any change in address, bank details etc.
- XVI. Members, who have not enchased the dividend warrants for the financial year 2011-12 , 2012-13, 2013-14 , 2014-15, 2015-16 and 2016-17 are requested to write forthwith to the Company's Share Transfer Agent giving necessary details.

Karvy Computershare Pvt. Ltd.
 Karvy Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad – 500 032.
 P : (91)-(40) 67161550|
 Email: srinivas.b@karvy.com / www.karvycomputershare.com

Members are requested to quote their Folio numbers /DPID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.

XVII. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transfereed to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfe. Details of shares transfereed to IEPF Authority are available on the website of the Company and the same can be accessed through the link:<http://www.jkil.com/Investorrelations>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link:www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them, Concerned members/investors are advised to visit the weblink:<http://iepf.gov.in/IEPFA/refund/html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF Authority.

XVIII. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form..

XIX. Pursuant to the SEBI Circular No. MIRDS/DPS III/Cir -01/07 dated January 22, 2007; the Company has designated an exclusive e-mail ID viz investor.grievances@jkumar.com on which the investors would be able to register their complaints, if any.

XX. Electronic copy of the Annual Report for 2018 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 is being sent in the permitted mode.

XXI. Electronic copy of the Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

XXII. Members may also note that the 19th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.jkumar.com for their download. The physical copies of the aforesaid documents will also be

available at the Company's registered office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Companies' investor email id : investor.grievances@jkumar.com.

XXIII. Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations 2015, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computer Share Private limited. 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. 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.
2. The remote e-voting period commences on Sunday September 23, 2018 (9:00 am) and ends on Tuesday September 25, 2018 (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 Wednesday September 19, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy Computer Share Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently

The instructions for e-voting are as under:

- (a) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting

Event Number) _____ followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials
- (vi) On successful login, the system will prompt you to select the "_____" i.e., 'J KUMAR INFRAPROJECTS LIMITED'.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID:

bhattvirendra1945@yahoo.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

- (b) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- (i) E-Voting Event Number – ____ (EVEN), User ID and Password is provided in the Attendance Slip.
- (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

III. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr . B Srinivas , Manager (Unit: JKUMAR INFRAPROJECTS LIMITED) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at email id : einward.ris@karvy.com and evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-3454-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on Sunday September 23, 2018 (10:00 am) and ends on Tuesday September 25, 2018 (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 Wednesday September 19, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday September 19, 2018.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Wednesday September 19, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- v. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- vi. 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. A person,

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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 with the facility of remote e-voting or voting at the AGM through ballot paper.

- vii. Virendra G Bhatt Practicing Company Secretary (Membership No. ACS 1157 and Certificate of Practice No. 124) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- viii. 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 the 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.
- ix. 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, not later than three days of the conclusion of the AGM, 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. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jkumar.com and on the website of Karvy 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 and National Stock Exchange of India Limited.
- x. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT:

Pursuant to Section 102 of Companies Act 2013 read with Companies (Management and Administration) Rules, 2014:-

Item No 5:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association

of the Company, Mr Padam Prakash Jain as Additional Director of the Company with effect from November 14, 2017.

In terms of the provisions of Section 161(1) of the Act, Mr. Padam Prakash Jain would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Padam Prakash Jain for the office of Director of the Company.

Mr. Padam Prakash Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulated the criteria of Independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mr. Padam Prakash Jain Independent Director under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company in the calendar year 2023.

The Company has received a declaration from Mr. Padam Prakash Jain that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Padam Prakash Jain possesses appropriate skills, experience and knowledge, inter alia, in the field of finance banking etc.

Mr. Padam Prakash Jain has been a senior commercial banker/investment banker with more than 39 years of service, having vast experience in all areas of commercial/investment banking, corporate advisory, Administration etc. He is an Ex-General Manager, Bank of India, and Ex-Executive Director, Investment Banking and Corporate Finance with one of the leading Investment Bankers. Presently he works independently as an advisor in his field of expertise.

Mr. Padam Prakash Jain is an M.Com from Delhi University and Diploma in Management from FMS, Delhi. Besides, he is an Associate of Indian Institute of Bankers and Chartered Institute of Bankers, London.

In the opinion of the Board, Mr. Padam Prakash Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.Mr.

Padam Prakash Jain is independent of the management.

Brief resume of Mr. Padam Prakash Jain, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company the Mr. Padam Prakash Jain is appointed as an Independent Director.

Copy of the letter for appointment of Mr. Padam Prakash Jain as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Save and except Mr. Padam Prakash Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolution set out at Item No 5 of the Notice.

The Board commends the Ordinary resolution set out at Item 5 of the Notice for approval by the shareholders.

Item No 6.

On May 9, 2018, SEBI has notified amendments to the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) in order to implement the recommendations made by the Committee on Corporate Governance under the Chairmanship pf Shri Uday Kotak Whereby, interlia, in Regulations 17 of the SEBI(LODR) Regulations, new sub-regulation (1A) has been inserted, as follows, which shall come into force from April 01, 2019. “No listed entity shall appoint a person or continue the directorship of any person as an Non-Executive director who has attained the age of Seventy-Five Years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion, shall indicate the justification for appointing such a person.”

Members are informed that Dr. R. Srinivasan, who was appointed as a Non-Executive Independent Director by the members vide ordinary resolution passed at the 15th Annual General Meeting held on September 16, 2014, for a period of five years i.e from the conclusion of the 15th Annual General Meeting of the Company upto the conclusion of the 20th Annual General Meeting of the Company

to be held in the calendar year 2019, has already attained the age of Eighty Seven Years.

In View of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the members vide Special Resolution at the ensuing Annual General Meeting, for the continuance of Dr. R. Srinivasan who has already attained the age of Eighty Seven Years, as a Non-Executive Independent Director of the Company, upto the expiry of his present term.

A Justification note for continuance of directorship of Dr. R. Srinivasan, who has already attained the age of Eighty Seven years, is appended below, for the consideration of the Members, which was also placed before the Nomination and Remuneration Committee and Board.

Dr.R.Srinivasan was appointed as an Independent Director of the Company as per the requirements of the Companies Act, 2013 ('Act') at the 15th Annual General Meeting of the Company held on 16th September 2014 for a term of five years i.e upto the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019.

The Company has received a declaration from Dr. R.Srinivasan at the start of this financial year, that he meets with the criterial of independence as specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the same was noted by the Board at their meeting held on May 29, 2018.

Dr. R. Srinivasan joined the Board of Directors of the Company on July 16, 2007. He holds Doctorate in Banking & Finance and has extensive managerial expertise. He has held several senior managerial positions in the public sector banks as Chairman & Managing Director of Bank of India and Allahabad Bank. He is also serving on the Board of several Companies focussed on software, pharmaceuticals, tea, paints, in addition to mutual fund industry.

Dr.R.Srinivasan is also a Director on the Board of various other companies i.e Nayamode Solutions Private Limited, Goldiam Jewellery Limited, Graphite India Limited, Mcleod Russel India Limited, Williamson Magor & Company Limited, J.M. Financial Trustee Company Private Limited, Goldiam International Limited, C. Krishniah Chetty Jewellers Private Limited.

He is also the Chairman of the Audit Committee of the Company and a Member/Chairman of several Committees of other public limited companies.

Dr. R. Srinivasan holds NIL Equity shares in the Company.

Considering the long standing experience and contribution of Dr. R. Srinivasan, his continuance on the Board, after attaining the age of Eighty Seven Years, as a Non-Executive Independent Director, would be in the interest of the Company.

J. KUMAR INFRAPROJECTS LIMITED

The Nomination and Remuneration Committee and at the Board Meeting held on August 9, 2018 recommended the said proposal to Board and the Board at their meeting held on August 9, 2018 had considered and recommended the passing of the Special Resolution at item no 6 of the accompanying Notice for approval by the Members of the Company.

The members of the Company are requested to accord their approval to the continuance of Directorship of Dr. R. Srinivasan vide special resolution.

None of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at item no 6 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No 7:

Members are informed that Mr. P.P.Vora, who was appointed as a Non-Executive Independent Director by the members vide ordinary resolution passed at the 15th Annual General Meeting held on September 16, 2014, for a period of five years i.e from the conclusion of the 15th Annual General Meeting of the Company upto the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2019, has attained the age of Seventy Five Years.

In View of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the members vide Special resolution at the ensuing Annual General Meeting, for the continuance of Mr. P.P.Vora who has already attained the age of Seventy Five Years, as a Non-Executive Independent director of the Company, upto the expiry of his present term.

A Justification note for continuance of directorship of Mr.P.P.Vora, who has already attained the age of Seventy Five years, is appended below, for the consideration of the Members, which was also placed before the Nomination and Remuneration Committee and Board.

Mr.P.P.Vora was appointed as an Independent Director of the Company as per the requirements of the Companies Act, 2013 ('Act') at the 15th Annual General Meeting of the Company held on September 16, 2014 for a term of five years i.e upto the conclusion of the 20th Annual General Meeting of the Company in the calander year 2019.

The Company has received a declaration from Mr.P.P.Vora at the start of this financial year, that he meets with the criterial of independence as specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director's Rules, 2014 and the same was noted by the Board at their meeting held on May 29, 2018.

Mr.P.P.Vora joined the Board of Directors of the Company on July 16, 2007. He holds Bachelor in Commerce and Chartered Accountant and has extensive managerial expertise and has over 33 year's of experience in finance, banking & management. He hold a Bachelor's Degree in Commerce and is a Chartered Accountant by Profession. During his career as a banker, he has held several prestigious positions in the industry such as serving as the Chairman-cum-Managing Director of the Industrial Bank of India from which he retired in 2003.

Mr.P.P.Vora is also director in various companies like KIFS Housing Finance Private Limited, Paramount Limited, Rama Cylinders Private Limited, NSDL Database Management Limited, Reliance Commercial Finance Private Limited, Reliance Home Finance Limited, Reliance Capital Trustee Company Limited, Sterling Addlife India Private Limited, Pahal Financial Services Private Limited

He is also the Member of the Audit Committee/Nomination Remuneration Committee of the Company and a member/Chairman of several Committees of other public limited companies.

Mr.P.P.Vora holds NIL Equity shares in the Company.

Considering the long standing experience and contribution of Mr.P.P.Vora, his continuance on the Board, after attaining the age of Seventy Five Years, as a Non-Executive Independent Director, would be in the interest of the Company.

The Nomination and Remuneration Committee and at the Board Meeting held on August 9, 2018 recommended the said proposal to Board and the Board at their meeting held on August 9, 2018 had considered and recommended the passing of the Special Resolution at item no 7 of the accompanying Notice for approval by the Members of the Company.

The members of the Company are requested to accord their approval to the continuance of Directorship of Mr.P.P.Vora vide special resolution.

None of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at item no 7 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No 8:

Members are informed that Mr. Ajit Singh Chatha, who was appointed as a Non-Executive independent Director by the members vide ordinary resolution passed at the 15th Annual General Meeting held on September 16, 2014, for a period of five years i.e from the conclusion of the 15th Annual General Meeting of the Company upto the conclusion of the 20th Annual General Meeting of the Company to be held in the calendar year 2019, has attained the age of Eighty Two Years.

In View of the aforesaid amendment to SEBI LODR Regulations, it is proposed to seek approval of the members vide Special resolution at the ensuing Annual General meeting, for the continuance of Mr. Ajit Singh Chatha who has already attained the age of Eighty Two years , as a Non-Executive Independent Director of the Company, upto the expiry of his present term.

A Justification note for continuance of directorship of Mr. Ajit Singh Chatha, who has already attained the age of Eighty two years, is appended below, for the consideration of the Members, which was also placed before the Nomination and Remuneration Committee and Board.

Mr. Ajit Singh Chatha was appointed as an Independent Director of the Company as per the requirements of the Companies Act, 2013 ('Act') at the 15th Annual General Meeting of the Company held on September 16, 2014 for a term of five years i.e upto the conclusion of the 20th Annual General Meeting of the Company in the calander year 2019.

The Company has received a declaration from Mr. Ajith Singh Chatha at the start of this financial year, that he meets with the criterial of independence as specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director Rules, 2014 and the same was noted by the Board at their meeting held on May 29, 2018.

Mr. Ajit Singh Chatha joined the Board of Directors of the Company on February 13, 2014. , He is graduated with Honors in Eelectrical Engineering from Government Engineering College, Jabalpur and joined the I.A.S cadre of Punjab in 1963 and held wide range of assignments from the field to the Secretariat such as Deputy Commissioner of Patiala, Sangur, Ludhiana, Managing Director, Punjab State Industrial Development Corporation Ltd., Joint Secretary, Ministry of Commerce, and Principal Secretary, department of Industries, Cooperation, Housing, Irrigation and Power, Home and Justice and as Chief Secretary to the Government of Punjab..

Mr.Ajit Singh Chatha is also director in various companies like Nahar Industrial Enterprises Limited, Cotton County Retail Limited, WWICS Global Law Offices Private Limited, Indian Acrylics Limited, Monte Carlo Fashions Limited, Triveni Projects And Resorts Private Limited.

He is also the Member of the Audit Committee/Nomination Remuneration Committee of the Company and a Member/Chairman of several Committees of other public limited companies.

Mr.Ajit Singh Chatha holds 8,000 Equity shares in the Company. Considering the long standing experience and contribution of Mr.Ajit Singh Chatha his continuance on the Board, after attaining the age of Eighty Two Years, as a Non-Executive Independent Director, would be in the interest of the Company.

The Nomination and Remuneration Committee at the Board Meeting held on August 9, 2018 recommended the said proposal to Board and the Board at their meeting held on August 9, 2018 had considered and recommended the passing of the Special Resolution at item no 8 of the accompanying Notice for approval by the Members of the Company.

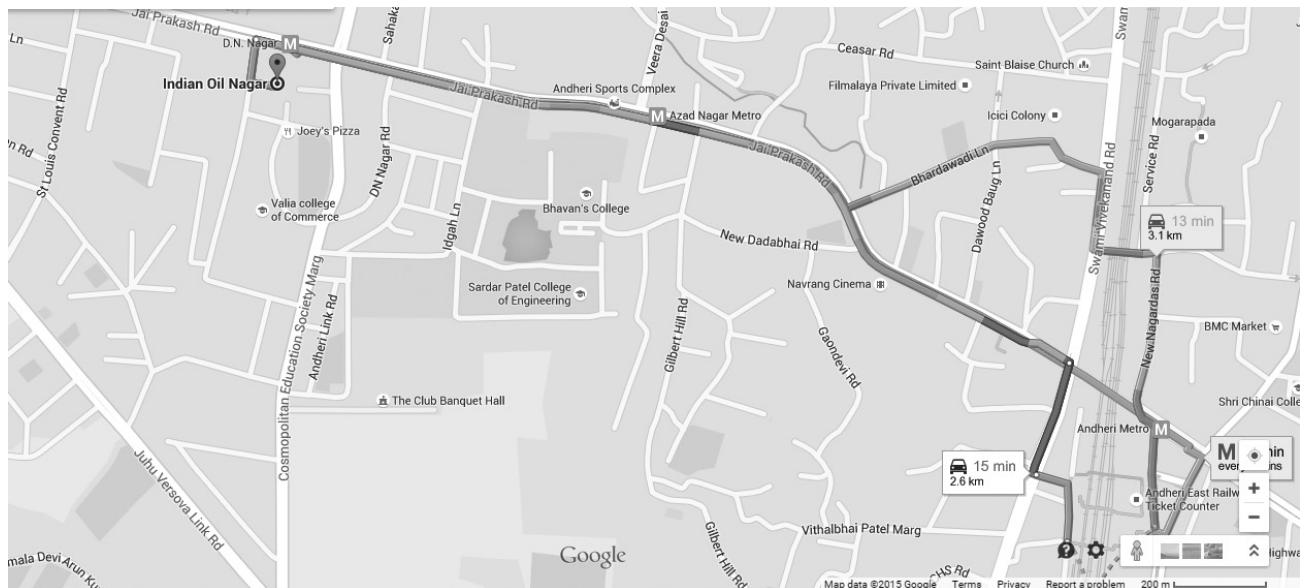
The members of the Company are requested to accord their approval to the continuance of Directorship of Mr. Ajit Singh Chatha vide special resolution.

None of the Directors, Key Managerial Persons (KMPs) or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at item no 8 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No 9:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s Kirit Mehta & Co Cost Auditors to conduct the audit of the cost records of the Company for the "financial year ending March 31, 2019 In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Road Map For AGM Venue.


ANNEXURE

Details of Directors seeking appointment / re-appointment / continuance od Directorship / approval for payment of remuneration at the forthcoming Annual General Meeting in pursuance of Companies Act, 2013 and SEBI Listing Regulations, as applicable :

1.	Name of the Director	Mr. Jagdishkumar M Gupta
	DIN	01112887
	Date of Birth	July 12, 1948
	Qualification	-
	Date of Appointment	September 16, 2014
	Brief Resume alongwith Justification Note	As provided in the Corporate Governance Report
	Relationship with Directors	Husband of Kusum Jagdish Gupta (Director) & Father of Mr. Kamal Jagdish Gupta (Managing Director) & Mr. Nalin Jagdish Gupta (Managing Director)
	Expertise in Specific functional areas	Plays a vital role in execution of projects within the stipulated time frame and has successfully completed various projects such as Flyovers, Skywalks, Swimming Pool and rail over bridges.
	No. of Board Meetings attended during the year	6
	Directorship held in other Companies as on March 31,2018	J. Kumar Developers Limited J. Kumar Minerals & Mines (India) Private Limited J. Kumar Software Systems (India) Private Limited
	Chairman / Member of the Committee of the Board of Directors in other Companies as on March 31, 2018	
	Number of Shares held in the Company as on March 31, 2018.	10883050

2.	Name of the Director	Dr. R. Srinivasan
	DIN	00003968
	Date of Birth	May 30, 1931
	Qualification	Doctorate in Banking & Finance
	Date of Appointment	July 16, 2007
	Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 6
	Relationship with Directors	None
	Expertise in Specific functional areas	Dr. R. Srinivasan, aged 87 years, holds a Doctorate in Banking & Finance, and has extensive managerial expertise. He has held several senior managerial positions in the public sector banks as Chairman & Managing Director of Bank of India and Allahabad Bank. He is also serving on the Board of several Companies focussed on software, pharmaceuticals, tea, paints, in addition to mutual fund industry.
	No. of Board Meetings attended during the year	6
	Directorship held in other Companies as on March 31,2018	Nayamode Solutions Private Limited, Goldiam Jewellery Limited, Graphite India Limited, Mcleod Russel India Limited, Williamson Magor & Company Limited, J.M. Financial Trustee Company Private Limited, Goldiam International Limited, C. Krishniah Chetty Jewellers Private Limited.

2. Name of the Director	Dr. R. Srinivasan
Chairman / Member of the Committee of the Board of Directors in other Companies as on March 31, 2018	Goldiam International Ltd Audit Committee : Member Nomination & Remuneration Committee : Member Stakeholders Relationship Committee : Chairman Williamson Magor & Co Ltd : Audit Committee : Member Nomination & Remuneration Committee : Chairman Graphite India Ltd : Audit Committee : Mmeber Nomination & Remuneration Committee : Member Macleod Russel India Ltd : Audit Committee : Chairman Nomination & Remuneration Committee : Member
Number of Shares held in the Company as on March 31, 2018.	Nil

3. Name of the Director	Mr. P.P. Vora
DIN	00003192
Date of Birth	October 01, 1943
Qualification	Bachelor in Commerce and Chartered Accountant
Date of Appointment	July 16, 2007
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 7
Relationship with Directors	None
Expertise in Specific functional areas	Mr. Padmanabh P. Vora, aged 75 years, is an Independent Director of our Company and has over 33 year's of experience in finance, banking & management. He hold a Bachelor's Degree in Commerce and is a Chartered Accountant by Profession. During his career as a banker, he has held several prestigious positions in the industry such as serving as the Chairman-cum-Managing Director of the Industrial Bank of India from which he retired in 2003.
No. of Board Meetings attended during the year	5
Directorship held in other Companies as on March 31,2018	KIFS Housing Finance Private Limited, Paramount Limited, Rama Cylinders Private Limited, NSDL Database Management Limited, Reliance Commercial Finance Private Limited, Reliance Home Finance Limited, Reliance Capital Trustee Company Limited, Sterling Addlife India Private Limited, Pahal Financial Services Private Limited.
Chairman / Member of the Committee of the Board of Directors in other Companies as on March 31, 2018	Reliance Home Finance Ltd : Audit Committee : Member Nomination & Remuneration Committee : Member Stakeholders Relationship Committee : Chairman
Number of Shares held in the Company as on March 31, 2018.	Nil

4. Name of the Director	Mr. Ajit Singh Chatha
DIN	02289613
Date of Birth	Januray14, 1936
Qualification	Honors in Electrical Engineering
Date of Appointment	February13, 2014
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 8
Relationship with Directors	None
Expertise in Specific functional areas	Mr. Ajit Singh Chatha, aged 82 years, is graduated with Honors in Ekectrical Engineering from Government Engineering College, Jabalpur and joined the I.A.S cadre of Punjab in 1963 and held wide range of assignments from the field to the Secretariat such as Deputy Commissioner of Patiala, Sangur, Ludhiana, Managing Director, Punjab State Industrial Development Corporation Ltd., Joint Secretary, Ministry of Commerce, and Principal Secretary, department of Industries, Cooperation, Housing, Irrigation and Power, Home and Justice and as Chief Secretary to the Government of Punjab.
No. of Board Meetings attended during the year	3
Directorship held in other Companies as on March 31,2018	Nahar Industrial Enterprises Limited, Cotton County Retail Limited, WWICS Global Law Offices Private Limited, Indian Acrylics Limited, Monte Carlo Fashions Limited, Triveni Projects And Resorts Private Limited.
Chairman / Member of the Committee of the Board of Directors in other Companies as on March 31, 2018	Indian Acrylies Ltd : Audit Committee : Member Nomination & Remuneration Committee : Chairman Stakeholders Relationship Committee : Chairman Corporate Social Responsibility Committee : Member
Number of Shares held in the Company as on March 31, 2018.	8,000

5.	Name of the Director	Mr. Padam Prakash Jain
DIN	00971581	
Date of Birth	September 09, 1951	
Qualification	M.Com from Delhi University and Diploma in Management from FMS, Delhi	
Date of Appointment	November 14, 2017	
Brief Resume alongwith Justification Note	As provided in the Explanatory Statement to the AGM Notice under Item No. 5	
Relationship with Directors	None	
Expertise in Specific functional areas	Mr. Padam Prakash Jain has been a senior commercial banker/ Investment banker with more than 38 years of Experience in all areas of Commercial/ Investment banking, Corporate advisory, Administration etc. He is an Ex- Manager, Bank of India, Ex – Executive Director, Investment banking and Corporate Finance with one of the leading Investment bankers, Presently he works independently as an advisor in his field of expertise.	
No. of Board Meetings attended during the year	3	
Directorship held in other Companies as on March 31,2018	Nil	
Chairman / Member of the Committee of the Board of Directors in other Companies as on March 31, 2018	Nil	
Number of Shares held in the Company as on March 31, 2018.	Nil	