



**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](mailto:investor.grievances@jkumar.com)**

**Website: [www.jkumar.com](http://www.jkumar.com), CIN: L74210MH1999PLC122886**

**NOTICE OF POSTAL BALLOT**

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

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Tuesday, April 16, 2024</b>	<b>Wednesday, May 15, 2024</b>

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'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 (**'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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot, by voting through electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**'Statement'**) 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 & Peer Review No: 3147/2023) as "Scrutinizer" for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their consent to be appointed as scrutinizer and be available for the said purpose.

In compliance with the MCA Circulars, J. Kumar Infraprojects Limited ('Company') 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, a 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 <http://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 **Wednesday, May 15, 2024**. The remote e-Voting facility will be disabled by NSDL immediately thereafter. 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 on or before Friday, May 17, 2024. The last date of e-voting shall be the date on which the Resolutions 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. The results will also be uploaded on the Company's website at <http://www.jkumar.com> and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## **SPECIAL BUSINESS**

- 1. To consider and approve the re-appointment Mr. Jagdishkumar M. Gupta (DIN: 01112887) as Whole-time Director, to be designated as "Executive Chairman" of the Company and remuneration payable to him.**

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of

the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jagdishkumar M. Gupta (DIN: 01112887) as Whole-time Director, to be designated as Executive Chairman of the Company for a period of 5 years with effect from May 20, 2024 till May 19, 2029, (both days inclusive) not liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the notice and also for the payment of remuneration as mentioned hereunder:

Salary & Perquisites	Overall Cost to the Company (CTC) not exceeding ₹ 8,00,00,000 (Rupees Eight Crores only) per annum.
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The remuneration mentioned above, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, club fees, medical insurance and such other perquisites and/or allowances, which shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

**RESOLVED FURTHER THAT**, in terms of Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded to pay to Mr. Jagdishkumar M Gupta, Whole-time Director to be designated as Executive Chairman, the remuneration as mentioned above, notwithstanding that the aggregate annual remuneration payable to all the whole-time directors who are promoters or members of the promoter group including Mr. Jagdishkumar M. Gupta, exceeds 5 percent of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, consent is hereby accorded to pay, in case the Company has no profits, or the profits are inadequate, to Mr. Jagdishkumar M. Gupta, a minimum remuneration as mentioned above subject to the limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT**, pursuant to the provisions contained in Sections 196 and all others applicable provisions, if any, of the Act read with Part I of Schedule V to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the re-appointment of Mr. Jagdishkumar M Gupta as Whole-time Director, to be designated as Executive Chairman, shall be valid for the aforementioned tenure, notwithstanding him being above the age of seventy years as on the date of re-appointment.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the Directors and/or Key Managerial Personnel(s) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, deeds, applications, returns, agreements including the draft agreement to be entered into between the Company and Mr.

Jagdishkumar M Gupta setting out the detailed terms and conditions of his re-appointment as the Whole-time Director, designated as Executive Chairman of the Company and such other writings as may be considered necessary, proper, desirable or expedient.”

**2. To consider and approve the re-appointment of Mr. Kamal J. Gupta (DIN: 00628053) as Managing Director of the Company and remuneration payable to him during such tenure**

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kamal J. Gupta (DIN: 00628053) as Managing Director of the Company for a period of 5 years with effect from May 20, 2024 till May 19, 2029, (both days inclusive) liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the notice and also for the payment of remuneration as mentioned hereunder:

Salary & Perquisites	Overall Cost to the Company (CTC) not exceeding ₹ 7,50,00,000 (Rupees Seven Crores & Fifty Lakhs only) per annum.
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The remuneration mentioned above, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, club fees, medical insurance and such other perquisites and/or allowances, which shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

**RESOLVED FURTHER THAT**, in terms of Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded to pay to Mr. Kamal J. Gupta, Managing Director, the remuneration as mentioned above, notwithstanding that the aggregate annual remuneration payable to all the whole-time directors who are promoters or members of the promoter group including Mr. Kamal J. Gupta exceeds 5 percent of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, consent is hereby accorded to pay, in case the Company has no profits or the profits are inadequate, to Mr. Kamal J. Gupta, a minimum remuneration as mentioned above subject to the limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, deeds, applications, returns, agreements including the draft agreement to be entered into between the Company and Mr. Kamal J. Gupta setting out the detailed terms and conditions of his re-appointment as Managing Director of the Company and such other writings as may be considered necessary, proper, desirable or expedient.”

**3. To consider and approve the re-appointment of Dr. Nalin J. Gupta (DIN: 00627832) as Managing Director of the Company and remuneration payable to him during such tenure**

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Nalin J. Gupta (DIN: 00627832) as Managing Director of the Company for a period of 5 years with effect from May 20, 2024 till May 19, 2029, (both days inclusive) liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the notice and also for the payment of remuneration as mentioned hereunder:

Salary & Perquisites	Overall Cost to the Company (CTC) not exceeding ₹ 7,50,00,000 (Rupees Seven Crores & Fifty Lakhs only) per annum.
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The remuneration mentioned above, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, club fees, medical insurance and such other perquisites and/or allowances, which shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

**RESOLVED FURTHER THAT**, in terms of Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded to pay to Dr. Nalin J. Gupta, Managing Director, the remuneration as mentioned above, notwithstanding that the aggregate annual remuneration payable to all the whole-time directors who are promoters or members of the promoter group including Dr. Nalin J. Gupta

exceeds 5 percent of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, consent is hereby accorded to pay, in case the Company has no profits, or the profits are inadequate, to Dr. Nalin J. Gupta, a minimum remuneration as mentioned above subject to the limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, deeds, applications, returns, agreements including the draft agreement to be entered into between the Company and Dr. Nalin J. Gupta setting out the detailed terms and conditions of his re-appointment as Managing Director of the Company and such other writings as may be considered necessary, proper, desirable or expedient.”

**4. To consider and approve the appointment of Mr. Ramesh Kumar Choubey (DIN: 10545097) as Independent Director of the Company**

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

**RESOLVED THAT**, pursuant to Sections 149, 150, 152 and 161 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 modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee, Mr. Ramesh Kumar Choubey who was appointed as an “Additional Director” to be designated as Independent Director of the Company by the Board of Directors and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from March 28, 2024 to March 27, 2029 (both days inclusive)

**RESOLVED FURTHER THAT**, the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized and to file requisite forms or applications with statutory/regulatory authorities and to do all the acts, deeds and things which may be necessary to give effect to this resolution.”

**5. To consider and approve the appointment of Mr. Praveen Ramkrishna Ghag (DIN: 10566207) as Director of the Company.**

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

**RESOLVED THAT**, pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with the relevant Rules including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors Mr. Praveen Ramkrishna Ghag (DIN: 10566207) who was appointed as an Additional Director of the Company, with effect from March 28, 2024 and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Director, with effect from March 28, 2024, liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized and to file requisite forms or applications with statutory/regulatory authorities and to do all the acts, deeds and things which may be necessary to give effect to this resolution."

**6. To consider and approve the appointment and remuneration payable to Mr. Praveen Ramkrishna Ghag (DIN: 10566207) as Executive Director designated as 'Director- Administration and Compliances' of the Company**

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

**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clauses of the Articles of Association of the Company and pursuant to the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the appointment of Mr. Praveen Ramkrishna Ghag (DIN: 10566207), Executive Director of the Company for a period of 5 years with effect from March 28, 2024 till March 27, 2029, (both days inclusive) liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the notice and also for the payment of remuneration as mentioned hereunder:

Salary & Perquisites	Overall Cost to the Company (CTC) not exceeding ₹ 24,00,000 (Rupees Twenty-Four Lakhs only) per annum with an annual increment which shall not exceed 7% (seven percent) of the overall CTC in each of the subsequent years
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**RESOLVED FURTHER THAT**, consent is hereby accorded to pay, in case the Company has no profits, or the profits are inadequate, to Mr. Praveen Ramkrishna Ghag (DIN: 10566207), a minimum remuneration as mentioned above subject to the limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the Directors and/or Key Managerial Personnel(s) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, deeds, applications, returns, agreements including the draft agreement to be entered into between the Company and Mr. Praveen Ramkrishna Ghag setting out the detailed terms and conditions of his appointment as Executive Director designated as 'Director- Administration and Compliances' of the Company and such other writings as may be considered necessary, proper, desirable or expedient."

**7. To consider and approve the appointment of Mr. Rachit K. Gupta (related party) as General Manager (office or place of profit) and to remuneration payable to him.**

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 Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Rules framed there under and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, approval of the members be and is hereby accorded to appointment of Mr. Rachit K. Gupta, as General Manager of the Company (office or place of profit) for a period of 5 years with effect from 1<sup>st</sup> April 2024 and pay the remuneration as mentioned below.

<b>Period</b>	<b>Remuneration not exceeding (₹ per annum )</b>
1 April 2024 to 31 March 2025	50,00,000
1 April 2025 to 31 March 2026	52,50,000
1 April 2026 to 31 March 2027	55,12,500
1 April 2027 to 31 March 2028	57,88,125
1 April 2028 to 31 March 2029	60,77,531

**RESOLVED FURTHER THAT**, the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized and to file requisite forms or applications with statutory/regulatory authorities and to do all the acts, deeds and things which may be necessary to give effect to this resolution."



8. To consider and approve the appointment of Ms. Disha N. Gupta (related party) as General Manager (office or place of profit) and to remuneration payable to her.

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 Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Rules framed thereunder and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and as per the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, approval of the members be and is hereby accorded to appointment of Ms. Disha N. Gupta, as General Manager of the Company (office or place of profit) for a period of 5 years with effect from 1<sup>st</sup> April 2024 and pay the remuneration as mentioned below.

<b>Period</b>	<b>Remuneration not exceeding (₹ per annum )</b>
1 April 2024 to 31 March 2025	50,00,000
1 April 2025 to 31 March 2026	52,50,000
1 April 2026 to 31 March 2027	55,12,500
1 April 2027 to 31 March 2028	57,88,125
1 April 2028 to 31 March 2029	60,77,531

**RESOLVED FURTHER THAT**, the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized and to file requisite forms or applications with statutory/regulatory authorities and to do all the acts, deeds and things which may be necessary to give effect to this resolution.”

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

**Sd/-**  
**Poornima Reddy**  
**Company Secretary & Compliance Officer**

**Registered Office:**

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

**Place: Mumbai**

**Date: March 28, 2024**

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions 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, April 5, 2024 ('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 Resolutions 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 **Tuesday, April 16, 2024** at 9:00 a.m. (IST) and shall end on **Wednesday, May 15, 2024** 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 & Peer Review No: 3147/2023) 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 <http://www.jkumar.com> and on the website of NSDL at <http://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 Resolutions, 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., **Wednesday, May 15, 2024.**
10. Members may download the Notice from the website of the Company at <http://www.jkumar.com> or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://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](mailto: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 Registrar and Transfer Agent of the Company, viz., Bigshare Services Private Limited 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 Bigshare at <https://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 Bigshare Services Private Limited will co-ordinate with NSDL and provide the login credentials to the abovementioned 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 <http://www.jkumar.com> and on the websites of the Stock Exchanges at BSE Limited (<https://www.bseindia.com>) and the National Stock Exchange of India Limited (<https://www.nseindia.com>).

#### 14. INSTRUCTIONS FOR VOTING FOR MEMBERS:

##### GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or 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 [dhrumil@dmsah.in](mailto:dhrumil@dmsah.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:**

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Act read with rules framed thereunder and SEBI Listing Regulations, 2015, as may be amended, modified, replaced, substituted, re-stated and/or re-issued from time to time:

#### **Items No. 1, 2 & 3:**

The members of the Company have approved the appointment of Mr. Jagdishkumar Gupta as Executive Chairman and Mr. Kamal J. Gupta and Dr. Nalin J. Gupta as Managing Directors of the Company at the Annual General Meeting held on September 24, 2019, for a period of five (5) years effective from May 20, 2019 till May 19, 2024, (both days inclusive).

Based on the recommendation of the Nomination and Remuneration Committee, the Board has, at their meeting held on March 28, 2024, re-appointed (including the terms of remuneration) Mr. Jagdishkumar Gupta as the Whole-time to be designated as Executive Chairman and Mr. Kamal J. Gupta and Dr. Nalin J. Gupta as Managing Directors of the Company, for a further period of five (5) years effective from May 20, 2024 till May 19, 2029 (both days inclusive), subject to approval of the members.

**Mr. Jagdishkumar Madanlal Gupta** is the architect of J. Kumar Infraprojects Limited and has led the Company in undertaking projects of varied complexities of scale. He carries with him an experience of over 50 years in the Infrastructure sector in India. Mr. Jagdishkumar M. Gupta 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 Considering the knowledge, qualifications, background, vast and rich experience, the Board is of the opinion that the re-appointment of Mr. Jagdishkumar Gupta as the Whole-time Director to be designated as Executive Chairman and Mr. Kamal J. Gupta and Dr. Nalin J Gupta their journey from joining the family business in 1995 to transforming J. Kumar

Infraprojects into a leading player in the infrastructure sector is a testament to their visionary leadership and unwavering commitment to national development. Their ability to navigate challenges, embrace innovation, and drive growth has positioned J. Kumar Infraprojects as a key player in shaping the urban infrastructure landscape in India, both are responsible for the day-to-day running of the business with a particular emphasis on operations and business development. Making sure that the business continues to grow by way of developing new clients whilst maintaining its existing customer base their appointment as Managing Directors is in the best interests of the Company.

The proposed annual remuneration payable to Mr. Jagdishkumar Gupta, Mr. Kamal J. Gupta and Dr. Nalin J. Gupta exceeds 5 percent of the net profits of the Company, calculated as per the provisions of Section 198 of the Companies Act, 2013. In view of the above and pursuant to the provisions of Section 196 read with Schedule V to the Companies Act, 2013 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the re-appointment of Mr. Jagdishkumar Gupta as Whole-time Director to be designated as Executive Chairman and Mr. Kamal J. Gupta and Dr. Nalin J. Gupta as Managing Directors of the Company and the remuneration payable to them needs to be approved by the shareholders of the Company by way of a special resolution.

Mr. Jagdishkumar M. Gupta is the father of Mr. Kamal J. Gupta and Dr. Nalin J. Gupta, Managing Directors of the Company. Mr. Kamal J. Gupta is son of Mr. Jagdishkumar M. Gupta and brother of Dr. Nalin J. Gupta. Dr. Nalin J. Gupta is son of Mr. Jagdishkumar M. Gupta and brother of Mr. Kamal J. Gupta and they are deemed to be interested in Item No. 1, 2 and 3 and none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions as set out in Item No. 1, 2 and 3.

The Board recommends the resolutions approving the re-appointment of Mr. Jagdishkumar M Gupta as Whole-time Director to be designated as Executive Chairman, and Mr. Kamal J. Gupta and Dr. Nalin J. Gupta as Managing Directors of the Company as set out in Item No. 1, 2 and 3 for approval of the Members as Special Resolutions.

#### **Item No. 4:**

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors had appointed Mr. Ramesh Kumar Choubey as an Additional Director of the company in the category of Non-Executive Independent Director subject to approval of the members for a period of 5 (Five) consecutive years with effect from March 28, 2024 to March 27, 2029 (both days inclusive).

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ramesh Kumar Choubey for the office of Independent Director of the Company and Mr. Ramesh Kumar Choubey has conveyed his consent to act as Director of the Company.

Mr. Ramesh Kumar Choubey is not disqualified from being appointed as Director in terms of Section 164 of the Act and the Company has also received declaration from Mr. Ramesh Kumar Choubey that he meets the criteria of independence as stipulated

under Section 149 and Schedule IV of the Act read with the applicable provisions of the SEBI Listing Regulations, 2015 and has submitted a declaration to that effect. In the opinion of the Board, Mr. Ramesh Kumar Choubey is independent of the management.

Mr. Ramesh Kumar Choubey is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

Mr. Ramesh Kumar Choubey has completed 33 years of Government Service with a stellar, unblemished record covering procedural and practical aspects of assessment, vigilance, investigation, training, appeal and administration in the Indian Revenue Services department in the opinion of the Board, Mr. Ramesh Kumar Choubey is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company taking into consideration Mr. Ramesh Kumar Choubey's knowledge, experience, background and expertise in management. Mr. Ramesh Kumar Choubey also possesses the required skills / expertise / competencies for appointment as a Director of the Company in the context of the Company's business and the sector it operates in.

The Board recommends the passing of resolution mentioned at item no. 4 as special resolution by the members of the Company.

As on date of this Notice, Mr. Ramesh Kumar Choubey does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Ramesh Kumar Choubey is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Ramesh Kumar Choubey is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 4 of the Notice.

#### **Item No. 5 and Item No. 6:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on March 28, 2024, approved the appointment (including the terms of remuneration) of Mr. Praveen Ramkrishna Ghag (DIN: 10566207) as an Additional Director to be designated as Executive Director of the Company, liable to retire by rotation, for a period of five (5) years effective from March 28, 2024 till March 27, 2029 (both days inclusive), subject to approval of the members.

The Company has received from Mr. Praveen Ramkrishna Ghag, his consent to act as Executive Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Praveen Ramkrishna Ghag is currently associated with Company for 12 years and Mr. Praveen Ramkrishna Ghag has held positions of responsibility and complexity. Mr. Praveen Ramkrishna Ghag has worked in the areas of several strategic organisational

development initiatives and change management processes and Human Resources (HR) planning.

Mr. Praveen Ramkrishna Ghag brings with him extensive years of core expertise in handling HR functions and administration and has played a key role in HR Planning and organizing manpower resources, developing and streamlining HR policy/ies and procedures of the Company, statutory compliance, industrial relations, effectively managing workforce, talent management, employee services, performance management, staffing recruitment and career development, skill development, training, policy formulation, systems management, personnel management, develop strategy of operations, working closely with Department Heads throughout the Company to design and implement the plans that will benefit the employees and enhance the organizational performance and capability.

Mr. Praveen Ramkrishna Ghag is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Except Mr. Praveen Ramkrishna Ghag and his relatives, none of the directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions as set out in Item No. 5 and 6.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended and based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution approving the appointment of Mr. Praveen Ramkrishna Ghag as Executive Director, as set out in Item No. 5 and 6, for approval of the Members as an ordinary Resolutions.

#### **Item No. 7 and 8:**

The provisions of Section 188(1)(f) of the Act that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Rachit Gupta son of Mr. Kamal J Gupta (Director and Promoter of the Company) and Ms Dish Gupta Daughter of Dr. Nalin J Gupta (Director and Promoter of the Company). Upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of the Company has appointed Mr. Rachit K. Gupta, S/o Mr. Kamal J. Gupta and Ms. Disha N. Gupta, D/o of Dr. Nalin J. Gupta as General Managers of the Company, which is an office or place of profit under Section 188 and all other applicable provisions of the Act read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being In force), at a remuneration as mentioned in the resolutions.

Mr. Rachit Gupta is leading a team of project managers and projects. His duties include setting goals and targets for the team, arranging necessary resources to achieve these goals, and conducting interactions with various stakeholders such as the project management team, contractors, corporate co-coordinators, all with a focus on customer satisfaction and a customer-centric approach to project management.

Ms. Disha Gupta has a proven ability to enhance plant operations, improve quality standards, and achieve maximum cost savings. Additionally, Ms. Disha Gupta is adept at strategic planning, budget control, and formulating high-level service operational strategies. She is also known for collaborating with stakeholders to drive transparent communication and managing expectations related to all requirements and deliverables and she demonstrates a track record of making critical decisions and overcoming complex business challenges.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, prior approval of shareholders is required to be obtained by way of an ordinary resolution for the appointment of Mr. Rachit K. Gupta, S/o Mr. Kamal J. Gupta and Ms. Disha N. Gupta, D/o of Dr. Nalin J. Gupta as General Managers of the Company and payment of remuneration to them, as mentioned in the resolutions.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Kamal J. Gupta, Dr. Nalin J. Gupta, are in any way concerned or interested, in the resolution at Item No. 7 & 8 of this Notice.

The Board recommends passing of the resolutions at Item No. 7 & 8 as an ordinary Resolutions.

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

**Sd/-**  
**Poornima Reddy**  
**Company Secretary & Compliance Officer**

**Registered Office:**

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

**Place: Mumbai**

**Date: March 28, 2024**

**Details of director pursuant to Regulation 36 of SEBI Listing Regulations, 2015 and SS-2 issued by the ICSI is as under:**

<b>Name of the Director</b>	<b>Mr. Jagdishkumar Gupta</b>	<b>Mr. Kamal J. Gupta</b>	<b>Dr. Nalin J. Gupta</b>	<b>Mr. Praveen R. Ghag</b>	<b>Mr. Ramesh Kumar Choubey</b>
DIN	01112887	00628053	00627832	10566207	10545097
Date of Birth Age	12/07/1948	17/10/1973	15/08/1975	20/09/1970	27/08/1963



Date of first appointment on the Board	02/12/1999	02/12/1999	02/12/1999	28/03/2024	28/03/2024
Qualifications	-	Bachelors in Civil Engineering	Commerce Graduate & Member of Indian Institution of Bridge	Commerce Graduate	M.Sc. in Physics
Experience and Expertise	More than 50 Years' Experience and Expertise in Construction field	More than 27 Years' Experience and Expertise in Construction field	More than 28 Years' Experience and Expertise in Construction field	More than 12 Years' Experience in several strategic organisation development initiatives and change management process and Human Resources planning.	Completed 33 years of Government Service with a stellar, unblemished record covering procedural and practical aspects of assessment, vigilance, investigation, training, appeal and administration in the department.
Number of Meetings of the Board attended during the year	8	8	8	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.
Shareholding in the company	1,09,71,947 shares	30,20,000 shares	29,86,225 shares	NIL	NIL
List of Directorship of other Board	1. J. Kumar Software Systems	1. J. Kumar Software	1. J. Kumar Software	NIL	NIL

	(India) Private Limited 2. J. Kumar Minerals & Mines (India) Private Limited 3. J. Kumar Developers Limited	Systems (India) Private Limited 2. J. Kumar Minerals & Mines (India) Private Limited 3. J. Kumar Developers Limited	Systems (India) Private Limited 2. J. Kumar Minerals & Mines (India) Private Limited 3. J. Kumar Developers Limited 4. J. Kumar - NCC Private Limited		
List of Membership /Chairmanship of Committees of other Board	NIL	NIL	NIL	NIL	NIL
List of Membership/ Chairmanship of Committees in the Company	Corporate Social Responsibility Committee	1. Audit Committee 2. Stakeholders Relationship Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee	1. Stakeholders Relationship Committee 2. Risk Management Committee	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Father of Mr. Kamal J. Gupta and Dr. Nalin J. Gupta.	Son of Mr. Jagdishkumar M. Gupta and Brother of Dr. Nalin J. Gupta	Son of Mr. Jagdishkumar M. Gupta and Brother of Mr. Kamal J. Gupta	Not Applicable	Not Applicable

Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	As per Resolution at Item no 1	As per Resolution at Item no 2	As per Resolution at Item no 3	As per Resolution at Item no 5,6	As per Resolution at Item no 4
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice