

**NOTICE**

Notice is hereby given that the TWENTIETH ANNUAL GENERAL MEETING of J. KUMAR INFRAPROJECTS LIMITED will be held at GMS Community Hall, Sitladevi Complex, 1<sup>st</sup> Floor, D.N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai 400 053, Maharashtra on Tuesday September 24, 2019 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, 2019 and the report 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, 2019 and the report 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, 2019 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT a dividend at the rate of ₹ 2.25 (Two Rupees Twenty Five Paise 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, 2019 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, 2019.”

- 3. To appoint Mr. Kamal J. 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. Kamal J. Gupta (DIN: 00628053) 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.”

**SPECIAL BUSINESS:**

- 4. To appoint Mrs. Archana Surendra Yadav (DIN:07335198) 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 Mrs. Archana Surendra Yadav (DIN:07335198) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from August 7, 2019, 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 her 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 25th Annual General Meeting of the Company in the calendar year 2024.”

- 5. To re-appoint Dr. R. Srinivasan (DIN:00003968), Independent Director of the Company and if thought fit to pass with or without modification the following as an Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Dr. R. Srinivasan (DIN: 00003968) who was appointed as an Independent Director for a term of five (5) consecutive years from the conclusion of the 20th Annual General Meeting till the conclusion of 25th Annual General Meeting, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e upto the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2024.”

**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.”

**6. To re-appoint Mr. P. P. Vora (DIN: 00003192), Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. P. P. Vora (DIN: 00003192) who was appointed as an Independent Director for a term of five (5) consecutive years from the conclusion of the 20th Annual General Meeting till the conclusion of 25th Annual General Meeting, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. upto the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2024.”

**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. To re-appoint Mr. Ajit Singh Chatha (DIN: 02289613), Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Ajit Singh Chatha (DIN: 02289613) who was appointed as an Independent Director for a term of five (5) consecutive years from the conclusion of the 20th Annual General Meeting till the conclusion of 25th Annual General Meeting, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e upto the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2024.”

**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. To re-appoint Mr. Jagdishkumar M. Gupta (DIN:01112887) as Executive Chairman and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution**

“**RESOLVED THAT** pursuant to the decision of the Board of Directors (“Board”) of the Company upon recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. Jagdishkumar M. Gupta (DIN: 01112887) as Executive Chairman of the Company, liable to retire by rotation for a period of 5 (five) years with effect from May 20, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Jagdishkumar M. Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Jagdishkumar M. Gupta Executive Chairman of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

9. **To re-appoint Mr. Kamal J. Gupta (DIN: 00628053) as Managing Director and in this regard 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 decision of the Board of Directors (“Board”) of the Company upon recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. Kamal J. Gupta (DIN: 00628053) as Managing Director of the Company, liable to retire by rotation for a period of 5 (five) years with effect from May 20, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Kamal J. Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Kamal J. Gupta Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

10. **To re-appoint Mr. Nalin J. Gupta (DIN: 00627832) as Managing Director and in this regard 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 decision of the Board of Directors (“Board”) of the Company upon recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. Nalin J. Gupta (DIN: 00627832) as Managing Director of the Company, liable to retire by rotation for a period of 5 (five) years with effect from May 20, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Nalin J. Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Nalin J. Gupta Managing Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

11. **To ratify the remuneration of the Cost Auditor for the “Financial Year 2019-20 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 (Firm Registration No.000353) who have been 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, 2020, be paid the remuneration of Rs 8,00,000/- excluding taxes be and is hereby ratified.



**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  
For J.Kumar Infraprojects Limited**

**Poornima Reddy  
Company Secretary**

Place : Mumbai  
Date : August 7, 2019

**NOTES:**

**I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEMS NO(S) 4 TO 11 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 ON A POLL 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. Kamal J. 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 recommended for re-appointment.**

**V Mr. Kamal J. Gupta is interested in the Ordinary Resolution set out in Item No 3 of the Notice with regard to the his re-appointment. Mr. Jagdishkumar M. Gupta, Executive Chairman and Mr. Nalin J. Gupta, Managing Director being related to Mr. Kamal J. 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 3 of the Notice.**



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- 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 Register of Members and Share transfer Books of the Company will remain closed from Wednesday September 18, 2019 to Tuesday September 24, 2019 (Both days inclusive).
- VIII. Dividend as recommended by the Directors, if declared at the Annual General Meeting will be paid after Tuesday September 24, 2019 to the members whose names appear in the Company’s Register of Members as on Wednesday September 25, 2019 (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 Tuesday September 17, 2019 (in respect of shares held in electronic form).
- IX. 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.
- X. 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.
- XI. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- XII. 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.
- XIII. 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.
- XIV. 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.
- XV. Members, who have not encashed the dividend warrants for the financial year 2012-13, 2013-14 , 2014-15, 2015-16, 2016-17 and 2017-18 are requested to write forthwith to the Company’s Share Transfer Agent giving necessary details.

Karvy Fintech Pvt. Ltd.  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032.  
P : +91 040 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.

- XVI. 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 2018-19, transferred 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 transfer. Details of shares transferred 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](http://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 of lodging claim for refund of shares and/or dividend from the IEPF Authority.
- XVII. 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.
- XVIII. 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](mailto:investor.grievances@jkumar.com) on which the investors would be able to register their complaints, if any.
- XIX. Electronic copy of the Annual Report for 2019 is being sent to all the members whose e-mail 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 Annual Report for 2019 is being sent in the permitted mode.
- XX. Electronic copy of the Notice of the 20th 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 20th 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.
- XXI. Members may also note that the 20th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.jkumar.com](http://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 Company's investor email id : [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com).
- XXII. Voting through electronic means:
- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (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

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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: bhattivirendra1945@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: J KUMAR INFRAPROJECTS LIMITED) of Karvy Fintech 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 Saturday September 21, 2019 (10:00 am) and ends on Monday September 23, 2019 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday September 17, 2019, 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. Tuesday September 17, 2019.
- 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., Tuesday September 17, 2019, 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 send SMS: 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, 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.

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- 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](http://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. 4:

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, Mrs. Archana Surendra Yadav as Additional Independent Director of the Company with effect from August 7, 2019.

In terms of the provisions of Section 161(1) of the Act, Mrs. Archana Surendra Yadav 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 Mrs. Archana Surendra Yadav for the office of Director of the Company.

Mrs. Archana Surendra Yadav is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her 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 she shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mrs. Archana Surendra Yadav 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 25th Annual General Meeting of the Company in the calendar year 2024.

The Company has received a declaration from Mrs. Archana Surendra Yadav that she 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. Mrs. Archana Surendra Yadav possesses appropriate skills, experience and knowledge, inter alia, in the field of finance banking etc.

Mrs. Archana Surendra Yadav is Chartered Accountant (C.A.) she is dynamic professional with nearly 14 years of rich experience in Direct and Indirect Taxation , International taxation , Finance & Accounts, Auditing Handling ,Cash Management and MIS.

Mrs. Archana Surendra Yadav Chartered Accountant (C.A.) from Institute of Chartered Accountants of India (ICAI) in 2004, PGDBM from Xavier Institute of Management, Bhubaneshwar , Cleared Forensic Audit & Fraud Detection Course by ICAI in Jan 2017. She has been Appointed as GST Faculty by ICAI for GST knowledge sharing across India.

In the opinion of the Board Mrs. Archana Surendra Yadav fulfils the conditions for her 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.

Brief resume of Mrs. Archana Surendra Yadav , nature of her expertise in specific functional areas and names of companies in which she 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 her vast expertise and knowledge, it will be in the interest of the Company Mrs. Archana Surendra Yadav is appointed as an Independent Director.

Copy of the letter for appointment of Mrs. Archana Surendra Yadav 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 Mrs. Archana Surendra Yadav and her 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 4 of the Notice.

The Board commends the Ordinary resolution set out at Item no. 4 of the Notice for approval by the shareholders.

#### **Item No. 5:**

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Dr. R. Srinivasan, age 88 years 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 calendar year 2019. His terms as an Independent Director of the Company will be ending on September 24, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Dr. R. Srinivasan as a Non-Executive Independent for a second term of five consecutive years on the Board of the company from conclusion of AGM on September 24, 2019. The Company has received a declaration from Dr. R. Srinivasan at the start of this financial year, that he meets with the criteria 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, 2019.

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 focused on software, pharmaceuticals, tea, paints, in addition to mutual fund industry.

Dr. R. Srinivasan is also a Director on the Board of other companies i.e. Goldiam Jewellery Limited, Goldiam International Limited.

He is also the Chairman of the Audit Committee, Corporate Social Responsibility and Nomination And Remuneration 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.

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Considering the long standing experience and contribution of Dr. R. Srinivasan, his re-appointment and continuance on the Board, as a Non-Executive Independent Director, would be beneficial to the Company and the Company looks up to him for advice.

The Nomination and Remuneration Committee at the Board meeting held on August 7, 2019 recommended the said proposal to Board and the Board at their meeting held on August 7, 2019 had considered and recommended the passing of the Special Resolution at item no. 5 of the accompanying Notice for approval by the Members of the Company.

The Special resolution is accordingly recommended for approval of the Members. The members of the Company are requested to accord their approval to the appointment and continuance of Directorship of Dr. R. Srinivasan vide special resolution. The above may also be regarded set out it item no 5 of the notice as an appropriate disclosure under the Act and LODR.

Except Dr. R. Srinivasan 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. 5 of this Notice except to the extent of their respective shareholding in the Company, if any.

### Item No. 6:

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Mr. P. P. Vora, age 75 Year 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 calendar year 2019. His terms as an Independent Director of the Company will be ending on September 24, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. P. P. Vora as a Non-Executive Independent for a second term of five consecutive years on the Board of the company from conclusion of AGM on September 24, 2019. The Company has received a declaration from Mr. P. P. Vora at the start of this financial year, that he meets with the criteria 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, 2019.

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 Omaxe limited, Reliance Capital Trustee Company Limited, NSDL Database management 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 hold NIL Equity shares in the Company.

Considering the long standing experience and contribution of Mr. P. P. Vora, his re-appointment and continuance on the Board, as a Non-Executive Independent Director, would be beneficial to the Company and the Company looks up to him for advice.

The Nomination and Remuneration Committee at the Board meeting held on August 7, 2019 recommended the said proposal to Board and the Board at their meeting held on August 7, 2019 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 Special resolution is accordingly recommended for approval of the Members. The members of the Company are requested to accord their approval to the appointment and continuance of Directorship of Mr. P. P. Vora vide special resolution. The above may also be regarded set out it item no 6 of the notice as an appropriate disclosure under the Act and LODR.

Except Mr. P. P. Vora 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:**

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Mr. Ajit Singh Chatha, age 83 Years 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 calendar year 2019. His terms as an Independent Director of the Company will be ending on September 24, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. Ajit Singh Chatha as a Non-Executive Independent for a second term of five consecutive years on the Board of the company from September 24, 2019. The Company has received a declaration from Mr. Ajit 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 Directors Rules, 2014 and the same was noted by the Board at their meeting held on May 29, 2019

Mr. Ajit Singh Chatha joined the Board of Directors of the Company on February 13, 2014. He is graduated with Honors in Electrical 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 Cotton County Retail Limited, Indian Acrylics 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 re-appointment and continuance on the Board, as a Non-Executive Independent Director, would be beneficial to the Company and the Company looks up to him for advice.

The Nomination and Remuneration Committee at the Board meeting held on August 7, 2019 recommended the said proposal to Board and the Board at their meeting held on August 7, 2019 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 Special resolution is accordingly recommended for approval of the Members. The members of the Company are requested to accord their approval to the appointment and continuance of Directorship of Mr. Ajit Singh Chatha vide special resolution. The above may also be regarded set out in item no 7 of the notice as an appropriate disclosure under the Act and LODR.

Except Mr. Ajit Singh Chatha 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. 8,9,10:**

The Board of Directors of the Company (the ‘Board’), at its meeting held on May 20, 2019 has, subject to the approval of members, re-appointed Mr. Jagdishkumar M. Gupta as Executive Chairman, for a period of 5 (Five) years from May 20, 2019, at the remuneration recommended by the Nomination and Remuneration Committee (‘the committee’) of the Board and approved by the Board.

Further the Board at its meeting held on May 20, 2019 has, subject to the approval of members, re-appointed Mr. Kamal J. Gupta as Managing Director, for a period of 5 (Five) years from May 20, 2019, at the remuneration recommended by the Nomination and Remuneration Committee ('the committee') of the Board and approved by the Board.

Further the Board of Directors of the Company (the 'Board'), at its meeting held on May 20, 2019 has, subject to the approval of members, re-appointed Mr. Nalin J. Gupta as Managing Director, for a period of 5 (Five) years from May 20, 2019, at the remuneration recommended by the Nomination and Remuneration Committee ('the committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Jagdishkumar M. Gupta designated as Executive Chairman, Mr. Kamal J. Gupta designated as Managing Director and Mr. Nalin J. Gupta designated as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta are as under:

**(a) Salary, Perquisites and Allowances per annum:**

(₹ in Crores)

| <b>Name of Directors</b>  | <b>Amount</b> |
|---------------------------|---------------|
| Mr. Jagdishkumar M. Gupta | 4.00          |
| Mr. Kamal J. Gupta        | 3.00          |
| Mr. Nalin J. Gupta        | 3.00          |

The above gross salary includes all the perquisites and allowances, as aforesaid, 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. The said perquisites and allowances 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.

**Reimbursement of Expenses:**

Reimbursement of expenses incurred for traveling, boarding and lodging during business trips, provision of car for use on the Company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

The aggregate of the salary, special pay, allowances and perquisites in any financial year shall be subject to the limits prescribed from time to time under section 198 Act as may for the time being, be in force, or otherwise as may be permissible at law.

**General:**

The Executive Chairman and Managing Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta under Section 190 of the Act.

Brief resume of Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships amongst directors inter-se stipulated under, LODR regulations are provided as Annexure.



Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta are interested in the resolutions set out respectively at Item no 8,9 and 10 of the Notice, which pertain to their respective re-appointments and remuneration payable to each of them.

The relatives of Mr. Jagdishkumar M. Gupta, Mr. Kamal J. Gupta and Mr. Nalin J. Gupta may be deemed to be interested in the resolutions set out respectively at Item no 8, 9 and 10 of the Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 resolutions.

The Board commends the Special Resolution/Ordinary Resolution set out at Item No 8,9 and 10 of the Notice for approval by the shareholders

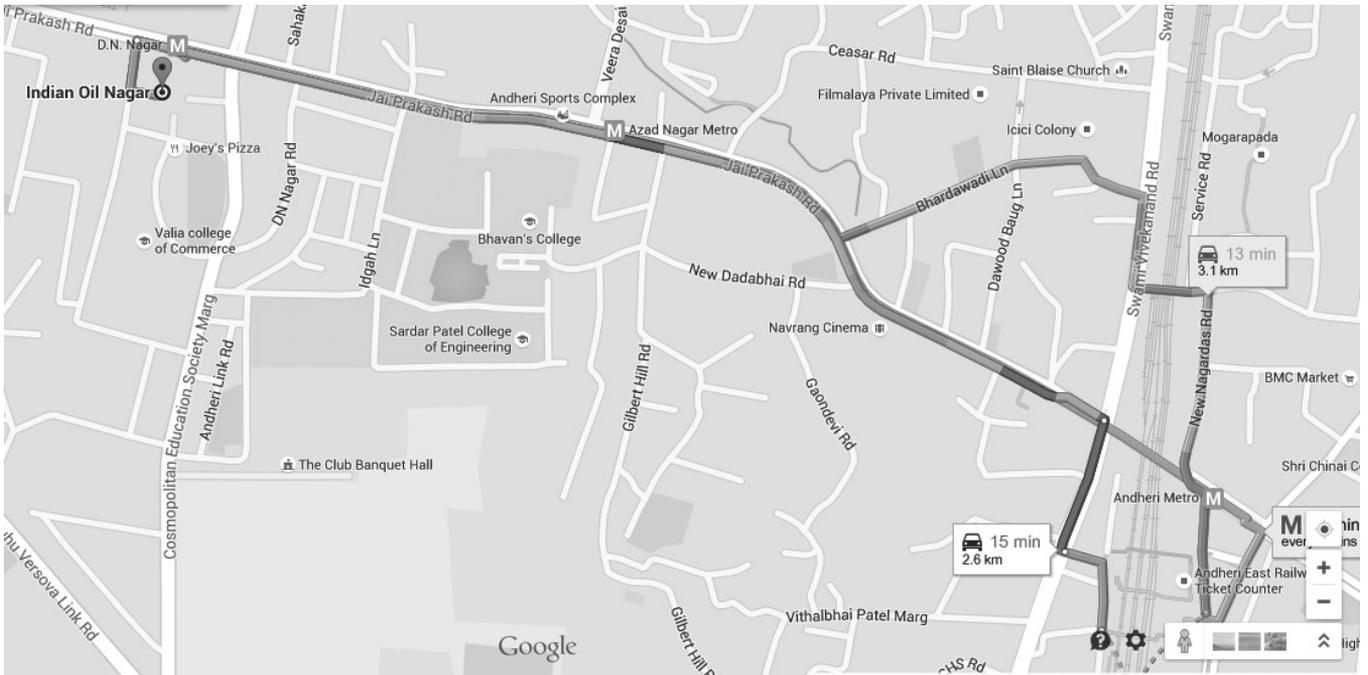
**Item No. 11:**

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, 2020 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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.11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

**Road Map For AGM Venue**



**ANNEXURE**

Information as per circular CIR/CFD/CMD/4/2015, dated September 9, 2015 on continuous Disclosure Requirements for Listed Entities-Regulation 30 of Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) regulations, 2015.

| 1  | Name  | Mr. Jagdishkumar M. Gupta  | Mr. Kamal J. Gupta   | Mr. Nalin J. Gupta  | Dr. R. Srinivasan   | Mr. P. P. Vora   | Mr. Ajit Singh Chatha   | Mrs. Archana Yadav   |
|----|---|--|--|---|---|--|---|--|
| 2  | DIN   | 00628053   | 00627832   | 00003968  | 00003192  | 02289613   | 07335198  |  |
| 3  | Date of Birth   | July 12, 1948  | October 17, 1973   | August 15, 1975   | May 30, 1931  | October 01, 1943   | January 14, 1936  | December 30, 1976  |
| 4  | Qualification   | -  | Bachelors in Civil Engineering   | Commerce graduate   | Doctorate in Banking & Finance  | Bachelor in Commerce & Chartered Accountant  | Electrical Engineering  | Chartered Accountant (C.A.)  |
| 5  | Date of Joining the Board   | December 02, 1999  | December 02, 1999  | December 02, 1999   | July 16, 2007   | July 16, 2007  | February 13, 2014   | August 07, 2019  |
| 6  | Experience (approx.)  | More than 45 Years'  | More than 22 Years'  | More than 22 Years'   | More than 40 Years'   | More than 33 Years'  | More than 35 Years'   | More than 14 Years'  |
| 7  | Nature of Expertise   | Expertise in Construction field  | Expertise in Construction field  | Expertise in Construction field   | Expertise in Accountancy, Finance, Banking  | Expertise in Audit, Accountancy, Finance, Banking  | Expertise in strategy, administration, advisory, Governance etc   | Expertise in Audit, Accountancy, Finance, Consultancy, Liasoning   |
| 8  | Back Ground Details/Job Profile& Suitability/ Recognition& Awards | Mr. Jagdishkumar M. Gupta, 71 years, is the person instrumental in setting up this organization. He made a modest start in the year 1980 by setting up a proprietorship concern by the name of J. Kumar & Co. Since its inception, under his able leadership, we have expanded and grown as a Registered Class I-A construction company. Today, because of his acumen, our Company's turnover has crossed ₹ 2.75,000 Lakh mark. Under his guidance we have successfully completed numerous | Mr. Kamal J. Gupta has been associated with us since 1997 and carries with him an experience of more than 22 years in construction field. Presently he is looking after the civil construction ,works, metro railways, and flyovers amongst others | Mr. Nalin J. Gupta a member of Indian Institution of Bridge Engineers. He is associated with us since 1997 and carries with him an experience of over 22 years. | Dr. R. Srinivasan, aged 88 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. | 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. | He is graduated with Honors in Electrical 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, Sangrur, 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 Govt. of Punjab | Mrs. Archana Surendra Yadav Chartered Accountant (C. A.) from Institute of Chartered Accountants of India (ICAI) in 2004, PGIDBM from Xavier Institute of Management , Bhubaneswar , Cleared Forensic Audit & Fraud Detection Course by ICAI in Jan 2017. She has been Appointed as GST Faculty by ICAI for GST knowledge sharing across India |
| 9  | Terms and Conditions of Appointment                               | Executive Chairman for a period of Five Years liable to retire by rotation   | Managing Director for a period of Five Years liable to retire by rotation  | Managing Director for a period of Five Years liable to retire by rotation   | Independent Director for a period of five years not liable to retire by rotation  | Independent Director for a period of five years not liable to retire by rotation   | Independent Director for a period of five years not liable to retire by rotation  | Independent Director for a period of five years not liable to retire by rotation   |
| 11 | Details of remuneration sought to be paid                         | As stated in the resolution and explanatory statement for his re-appointment   | As stated in the resolution and explanatory statement for his re-appointment   | As stated in the resolution and explanatory statement for his re-appointment  | Eligible to receive sitting fees.   | Eligible to receive sitting fees.  | Eligible to receive sitting fees.   | Eligible to receive sitting fees.  |

**J. KUMAR INFRAPROJECTS LIMITED**

|    |   |   |   |   |   |   |   |  |
|----|---|---|---|---|---|---|---|--|
| 12 | Remuneration last drawn (₹ in Lakh)                             | 325.30  | 150.00  | 150.00  | 4.20  | 4.50  | 4.50  | -  |
| 13 | Comparative remuneration profile, position and person           | The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry                    | The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry                    | The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry                    | NA  | NA  | NA  | NA   |
| 14 | Pecuniary relationships directly or indirectly with the Company | Jagdishkumar M. Gupta is the promoter and Executive Chairman of the Company   | Kamal J. Gupta is the Promoter and Managing Director of the Company   | Nalin J. Gupta is the promoter and Managing Director of the Company   | NA  | NA  | NA  | NA   |
| 15 | Number of Board Meeting attended during the Year                | 5   | 6   | 6   | 4   | 6   | 6   | -  |
| 16 | Disclosure of relationship with other directors/KMP             | Mr. Jagdishkumar M. Gupta is father of Mr. Kamal J. Gupta and Mr. Nalin J. Gupta , whole time directors of the Company                | Mr. Kamal J. Gupta is son of Mr. Jagdishkumar M Gupta and brother of Mr. Nalin J. Gupta , whole time directors of the Company         | Mr. Nalin J. Gupta is son of Mr. Jagdishkumar M. Gupta and brother of Mr. Kamal J. Gupta, whole time directors of the Company         | Dr. R. Srinivasan is not related to any of the Directors/KMP of the Company   | Mr. P. P. Vora is not related to any of the Directors/KMP of the Company  | Mr. Ajit Singh Chatha is not related to any of the Directors/KMP of the Company   | Mrs Archana Yadav not related to any of the Directors/KMP of the Company |
| 17 | Shareholding of Director with J. Kumar Infraprojects Ltd        | 1,09,26,947   | 29,75,000   | 29,29,000   | Nil   | Nil   | 8,000   | Nil  |
| 18 | List of Directorship in other companies as on March 31, 2019    | J. Kumar Software Systems (India) Private Limited<br>J. Kumar Minerals & Mines (India) Private Limited<br>J. Kumar Developers Limited | J. Kumar Software Systems (India) Private Limited<br>J. Kumar Minerals & Mines (India) Private Limited<br>J. Kumar Developers Limited | J. Kumar Software Systems (India) Private Limited<br>J. Kumar Minerals & Mines (India) Private Limited<br>J. Kumar Developers Limited | Goldiam International Ltd: Audit Committee : Member, Nomination & Remuneration Committee: Member, Stakeholders Relationship Committee: Chairman<br>Goldiam Jewellery Ltd: Audit Committee, NRC Committee : Member | Reliance Home Finance Ltd : Audit Committee: Member, Omaxe Ltd Audit Committee: Member, NSDL Database Management Ltd. Audit Committee: Chairman | Cotton County Retail Limited Nomination & Remuneration Committee: Member, Indian Acryles Limited Audit Committee: Chairman, Nomination & Remuneration Stakeholders Relationship Committee: Member, Stakeholders Relationship Committee: Member, Corporate Social Responsibility Committee: Member | Reasonance Specialities Ltd  |

**By Order of the Board  
For J. Kumar Infraprojects Limited**

**Poornima Reddy  
Company Secretary**

Place : Mumbai  
Date : August 7, 2019