

JCK INFRA PROJECTS LIMITED

Reg. Office: No 309, I Floor West Minster, 13 Cunningham Road, Bangalore-560052

E-mail: investors@jckgroup.in CIN: U70200KA1974PLC002524

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of JCK Infra Projects Limited will be held on Wednesday, 10th June 2020 at 11:00 am through Video Conference (VC) facility at the registered office of the Company at NO 309, 1st Floor Westminster 13 Cunningham Road, Bangalore-560052, to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of Act and rules made there under; and as amended from time to time; the Board of Directors be and is hereby authorised, for borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) including the money already borrowed by the Company; on such terms and conditions as the Board of Directors may deem fit, not withstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with other applicable provisions of the Act and rules made there under, as amended from time to time; the Board of Directors be and is hereby authorised to sell, mortgage and/or create charge on any of its movable/immovable assets wherever situated, both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) at any point of time.”

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell, lease and transfer the fixed assets, investment in securities and other assets having a book value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) at the time of such sale, lease or transfer.”

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of Act and rules made there under; and as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to exercise its powers including the powers conferred by this Resolution) to:

1. make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate and ;
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 10,00,00,000/- (Rupees Ten Crores only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER that the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they may deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42 and 71 read with other applicable provisions of the Companies Act 2013 and the rules made there under including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, the provisions of the Memorandum and Articles of Association of the Company and other laws as may be effected from time to time by relevant regulatory authorities, stock exchanges and competent Government Authorities; and subject to such approvals, permissions, Regulations, or otherwise; the consent be and is hereby accorded for issue and offer of equity shares or warrants/debentures/other securities whether convertible/optionally convertible into equity shares or non-convertible securities(hereinafter collectively referred to as “the securities”) to;

foreign/resident investors(whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations; for an aggregate amount not exceeding the authorised capital of the Company **excluding such premium at such time or times**, at such price based on the valuation of the securities at the time of offer by a Registered Valuer or prices permitted under applicable laws in such manner and on such terms and conditions as maybe deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing conditions and other relevant factors and wherever necessary.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- Equity Shares to be issued on conversion of Securities convertible/optionally convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organization or restructuring.

RESOLVED FURTHER THAT the invitation to subscribe securities to the number of persons shall not exceed 200 (Two Hundred) excluding qualified institutional buyers and employees of the company being offered securities under a scheme of employees' stock option as per provisions of clause (b) of sub-section (1) of section 62 in a financial year and that the Board is authorised to offer and allot shares pursuant to this resolution within 12 months from the date of passing this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Solicitors, Lawyers, Merchant Bankers and any such Agencies and Intermediaries as may be involved or concerned in such offerings of Specified Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and to enter into or execute Agreements/ Arrangements/MOUs with any such Agency or Intermediary and also to seek the listing of any or all of such Specified Securities or securities representing the same on one or more Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the issue, finalization of the dates and timing of the issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and

proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

Place : Bengaluru

By order of the Board of Directors

Date : 19th May 2020

For JCK Infra Projects Limited

Krishan Kapur
DIN: 05183136
Managing Director
#132-134, Nandidurg Road J C Nagar Bangalore 560046

Notes:-

- 1) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
- 2) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
- 3) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to all the 140 members of the Company. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at jckinfra@gmail.com.
- 6) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
- 7) All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
- 8) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jckgroup.in

- 9) EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at jckinfra@gmail.com requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID-Client ID or Folio Number and the Registered email ID.
- 2) Members who are desirous of attending the EGM may send their request by 5th June 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by 9th June 2020. This will be done on first come first served basis.
- 3) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
- 4) In case of Android/iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google PlayStore/ App Store.
- 5) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
- 8) Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat. In case of demand of poll on any resolution the members can send their votes to jckinfra@gmail.com from the same mail id as registered with the Company.

**ADDITIONAL INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM
THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

OTHER INFORMATION:

- 1) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. 18-05-2020), shall be entitled to vote at the EGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 2) Company has also published in Hosadigantha and Financial Express on 15-05-2020 asking for the members whose contact numbers and email ids are not registered with the Company to register the same in order to send this notice. Thus as per the MCA General Circular 17/2020 dated April 13, 2020, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Background to the explanatory statements under Item Nos. 1 to 3:

Company is in the process of completing the acquisition of land for which the company shall undertake the development of industrial park, warehousing park and logistics park on the allotted land.

In view of this, the company urgently requires funds for payment towards cost of land and carrying on development works either on its own account and / or through its subsidiary viz. Kothur logistics park private limited and / or by way of joint development, all these in the ordinary course of business. Company had already obtained approval under section 180 (1) (a) and 180 (1) (c) and section 186 in the year 2015 by way of a postal ballot. The said approved limits have not been utilized by the company till date. However as a good governance practice, given significant loss in time, the company is seeking approval from the shareholders once again.

ITEM NO.1:

The Company is required to obtain approval under Section 180(1)(c) of the Companies Act, 2013 with respect to total borrowings in excess of paid up capital and free reserves of the Company, for an amount of Rs. 10,00,00,000/- (Rupees Ten Crores Only)

The total borrowings as mentioned above to the extent of Rs. 10,00,00,000/- (Rupees Ten Crores Only), may be required to be secured by overall or any part of the movable and/or immovable properties of the Company considering the above facts, the Board of Directors of the Company are of the opinion that the charge holder(s) will have right to sell, or dispose off the assets or the Company may have to sell, lease or dispose off (as the case may be) the immovable property(s), movable property(s) of the Company to a person/ any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties.

The charge created on assets for securing the borrowings may amount to sale, lease or disposal of whole or substantially the whole of undertaking of the Company which requires approval of shareholders, pursuant to Section 180(1)(a) of the Companies Act, 2013. Further the Company may propose to sell/lease or do otherwise with its assets during the ordinary course of business, and that the aggregate value of such assets may constitute undertaking or substantially the whole of undertaking of the Company; which will require approval of shareholders of the Company by way of special resolution. Since the total borrowings is proposed to be set as Rs. 10,00,00,000/- (Rupees Ten Crores Only), it is proposed to obtain approval under Section 180(1)(a) to the extent of same limit.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board proposes to pass this resolution, as the same would be in best interest of the Company

ITEM NO.2:

The Company may in its ordinary course of business, propose to sell, lease or transfer its assets; which will require approval of shareholders under Section 180(1)(a) of the Companies Act, 2013 of the Company by way of special resolution. It is proposed to obtain approval under Section 180(1)(a) for book value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) at the time of such sale, lease or transfer.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board proposes to pass this resolution, as the same would be in best interest of the Company

ITEM NO.3:

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 3 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board proposes to pass this resolution, as the same would be in best interest of the Company

ITEM NO.4

In terms of Sections 23, 42, and 71 of the Act, a company making an allotment of its securities to persons other than the existing shareholders of the Company is required to obtain the approval of the members by way of a Special Resolution for each offer or invitation.

It is proposed to obtain approval of the members under Sections 23, 42, and 71 and other applicable provisions, if any, of the Act, read together with the Rules made thereunder (to the extent applicable), to enable the Company to make a private placement of equity and other securities (convertible into equity or otherwise) to foreign/resident investors(whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not, in one or more tranches within such limit as set out in the Resolution at Item No. 4 of the Notice. The pricing for any instrument which may be issued by the Company on the basis of this Resolution will be done by the registered valuers in accordance with applicable law as may be applicable.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board proposes to pass this resolution, as the same would be in best interest of the Company

ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCE SLIP.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at No.309, 1st Floor Westminster 13 Cunningham Road Bangalore -560052. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.

Place : Bengaluru

By order of the Board of Directors

Date : 19th May 2020

For JCK Infra Projects Limited

Krishan Kapur
DIN: 05183136
Managing Director
#132-134, Nandidurg Road J C Nagar Bangalore 560046

Note :- Detailed Instructions on participating in the EGM though VC will be sent as a separate attachment along with this Notice