



## JCK INFRASTRUCTURE DEVELOPMENT LIMITED

(Formerly known as Kap Chem Limited)

CIN: U70102KA1979PLC003590

REGD. OFFICE: #309-310, 1st Floor, Westminster Building,  
13, Cunningham Road, Bengaluru-560 052.

Ph: 91 80 22203423 Email: investors@jckgroup.in Website: www.jckgroup.in

### POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

[Meeting Number: EGM 01/2017-18]

To,

**The Members of JCK Infrastructure Development Limited**

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Postal Ballot Rules"), Article 132 of the Articles of Association of the Company, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations, to transact the following special business by the Members of **JCK Infrastructure Development Limited** (the Company), by passing the resolution through Postal Ballot including voting through electronic means ('Remote E-voting').

The Explanatory Statement pursuant to sections 102 and 110 of the Companies Act, 2013 pertaining to the below mentioned resolutions, setting out the material facts concerning the same and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

Mr. Naveen K. Shenoy, Practising Company Secretary (Membership No: 10817 and C.P. No: 16588) has been appointed by your Company as the Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 17:00 hours on Friday, 22nd day of December 2017. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report addressed to the Managing Director of the Company (the Chairman for this meeting) or any other Director of the Company authorised by him, after completion of the scrutiny of the Postal Ballot Forms and Remote E-voting and the result of the Postal Ballot (including Remote E-voting) shall be announced at 16:00 Hours at the Registered office of the Company on Tuesday, 26th December 2017, by the Chairman or in his absence by any other Director authorized by the Chairman.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolutions.

The Resolutions along with Explanatory Statement setting out material facts are as follows:

#### SPECIAL BUSINESS:

##### ITEM NO. 1: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, Section 61(1)(a), Section 64 and all other applicable provisions of the Companies Act, 2013, and the rules enacted there under and the provisions contained in the Articles of Association of the Company, the approval of the members be and is hereby accorded to increase Authorised Share Capital of the Company from Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty-Lakhs Only) equity shares of Rs. 10 (Rupees Ten Only) each To **Rs. 6,00,00,000** (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) equity shares of Rs. 10 (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Capital Clause (Clause V) in the Memorandum of Association of the Company be shall be substituted with following new Clause V:

'Clause V: The Authorized share capital of the Company shall be Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) equity shares of Rs. 10 (Rupees Ten Only) each'

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment at any stage without any further consent or approval of the

shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

**ITEM NO. 2: CAPITALISATION OF RESERVES AND SURPLUS AND APPROVAL FOR ISSUE OF BONUS SHARES:**

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

**"RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, and the rules and regulations made there under, each as amended, and the Article 132 of Articles of Association of the Company, as amended and subject to applicable Law and other appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the approval of the shareholders be and is hereby accorded to capitalize up to a sum of Rs. 2,91,66,670/- (Rupees Two Crores Ninety-One Lakhs Sixty-Six Thousand Six Hundred and Seventy Only) out of the Company's Reserves and Surplus or such other accounts as are permissible to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2017 and be applied for issue and allotment of up to 29,16,667 (Twenty-Nine Lakhs Sixteen Thousand Six Hundred and Sixty-Seven Only) Equity Shares of Rs. 10 (Rupees Ten) each as bonus shares ("Bonus Equity Shares") to equity shareholders in the ratio of 7:3 credited as fully paid up, whose names appear in the Register of Members/Beneficial Owners' position of the Company on 18th December 2017 ("Record Date"), in the proportion of 7 (Seven Only) new Equity Shares of Rs. 10/- (Rupees Ten) each for every 3 (Three Only) Equity Share of Rs. 10/- (Rupees Ten); of the Company held as on the Record Date, and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such members and not as income in lieu of dividend credited."

**RESOLVED FURTHER THAT** the above shall be subject to the following terms and conditions:

- i. The Equity Shares proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the memorandum and articles of association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity Shares.
- ii. No allotment letters shall be issued to the allottees of the Bonus Ordinary (Equity) Shares but in case of Members who hold Ordinary (Equity) Shares in dematerialized form, the Bonus Ordinary (Equity) Shares be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Ordinary (Equity) Shares in physical (certificate) form, the Share Certificate(s) in respect of the Bonus Ordinary (Equity) Shares be dispatched, within the prescribed time limit.
- iii. The allotment of the new Bonus Equity Shares to the extent that they relate to non-residents, if applicable, shall be subject to approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended.
- iv. The fractional entitlements of every shareholder shall be rounded-off to nearest whole-number, while allotting the shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation to any such issue and allotment at any stage without any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

**ITEM NO. 3: ISSUE AND OFFER OF SECURITIES ON PRIVATE PLACEMENT BASIS:**

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

**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 Rs.1,83,00,000 (Rupees One Crore Eighty-Three Lakhs Only) 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

**ITEM NO. 4: BORROWINGS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES:**

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

**"RESOLVED THAT** 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. 35,00,00,000/- (Rupees Thirty-Five Crores Only) including the money already borrowed by the Company; on such terms and conditions as the Board of

Directors may deem fit, notwithstanding 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. 35,00,00,000/- (Rupees Thirty-Five Crores Only) at any point of time."

**For JCK Infrastructure Development Limited**

**Krishan Kapur**

Managing Director

DIN: 05183136

Residence: #132-134, Nandidurg Road

J C Nagar Bangalore 560046 KA IN

Place: Bangalore

Date: 8th November 2017

**INSTRUCTIONS**

1. A Member desiring to exercise vote by Postal ballot form may complete this Postal ballot form and send it to the Scrutinizer, in the enclosed self-addressed envelope viz Mr. Naveen K.Shenoy, C/o. Integrated Registry Management Services Private Limited, No 30 Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bangalore - 560 003. Envelope containing Postal Ballot Form if deposited in person or sent by any other mode at the expense of the Member will also be accepted.
2. The Company is also offering E-voting Facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of remote e-voting is enumerated in the Postal Ballot Notice.
3. The Scrutinizer will collate the votes cast through Postal Ballot and votes downloaded from the remote e-voting system to declare the final result for Resolution forming part of the Notice of Postal Ballot.
4. A Member need not cast all the votes in the same way.
5. Duly completed Postal ballot form should reach the Scrutinizer not later than **17:00 hours on Friday, 22nd day of December 2017**. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
6. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
7. Votes should be cast, either FOR or AGAINST by mentioning the tick (✓)/(Yes) mark in the column provided in the Postal Ballot.
8. The voting rights of Shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on the cut-off date viz, Friday, 17th November 2017.
9. Member(s) can opt for only one mode of voting i.e. either remote e-voting or voting through Postal Ballot Form. In case a member has cast multiple votes, then voting done by remote e-voting will be treated as valid. Incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected.
10. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of Joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Kindly fill the form in indelible ink and avoid using erasable writing medium.



11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send, along with Postal Ballot Form, certified copy of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified above.
13. The Scrutinizer shall after conclusion of postal ballot process i.e. on Tuesday, 26th December 2017 submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Managing Director of the Company or in his absence, to one of the Directors authorized by him. The Result of the Postal Ballot will be announced on Tuesday, 26th December 2017 at 16:00 Hours (IST) at the Registered Office of the Company at Door No.309,1st Floor,"Westminister"13, Cunningham Road, Bangalore – 560052.
14. The Result of the Postal Ballot would be displayed on the website of the Company <http://www.jckgroup.in/>. Further, the results will be displayed on the Notice Board of the Company at its Registered Office.

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on 23rd November 2017 at 9.00 Hours (IST) and ends on 22nd December 2017 till 17:00 Hours (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on 17th November 2017 (cut-off date /Relevant date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
19. **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	PAN No./SEQ. No.	USER ID	PASSWORD

**Remote e-voting facility is available during the following period**

Commencement of remote e-voting	End of remote e-voting
23rd November 2017 at 9:00 Hours (IST)	22nd December 2017 at 17:00 Hours (IST)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE POSTAL BALLOT NOTICE DATED 8TH NOVEMBER 2017.**

**Item no. 1: Increase of the authorized share capital of the company**

It is proposed to increase the Authorised Share Capital of the Company in view of proposed bonus issue of shares and private placement offers. The proposed revision in Authorised Share Capital of the Company will be from Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty-Lakhs Only) equity shares of Rs. 10 (Rupees Ten Only) each **To Rs. 6,00,00,000** (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) equity shares of Rs. 10 (Rupees Ten Only) each.

No promoter, director, key managerial personnel and/or any of their relatives is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company.

Your Directors recommend the passing of the said resolution as set out in Item No. 1 of the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

**Item no. 2: Capitalization of Reserves and Surplus and Approval for issue of Bonus Shares**

The members are informed that the Company is desirous of issuing bonus shares by capitalizing up to a sum of Rs. 2,91,66,670/- (Rupees Two Crores Ninety-One Lakhs Sixty-Six Thousand Six Hundred and Seventy Only) out of the reserves and surplus of the Company or such other accounts as are permissible to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2017 and be applied for issue and allotment of be applied for issue and allotment of 29,16,667 (Twenty-Nine Lakhs Sixteen Thousand Six Hundred and Sixty-Seven) Equity Shares of Rs. 10 (Rupees Ten) each as bonus shares ("Bonus Equity Shares") to equity shareholders in the ratio of 7:3 credited as fully paid up, whose names appear in the Register of Members/Beneficial Owners' position of the Company on 18th December 2017 ("Record Date"), in the proportion of 7 (Seven Only) new Equity Shares of Rs. 10/- (Rupees Ten) each for every 3 (Three Only) Equity Share of Rs. 10/- (Rupees Ten); of the Company held as on the Record Date, and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such members and not as income in lieu of dividend credited.

The promoters, directors, key managerial personnel and/or any of their relatives are interested in the proposed resolution to the extent of their shareholding. The shareholdings of Promoters, Directors, Key Managerial Personnel and their relatives are as follows:

Name of the Promoter/Director/KMP	No. of equity shares	Percentage
Krishan Kapur (Promoter Director)	2,70,233	21.62%
Jyoti Kapur (Promoter Director)	75,500	6.04%
Chandermohan Dharampaul Aggarwal (Promoter Director)	3500	0.28%
Aradhya Rudraradhya Mallikarjuna (Director)	1,000	0.08%
Amit Kumar Majumdar (Director)	500	0.04%
Usha Kapur (Promoter)	78500	6.28%
Devika Khanna Jt. Vidur Khanna (Promoter)	1,80,000	14.4%
Shruti Kapur (Promoter)	55,800	4.46%
C D Aggarwal Jt. Rita Aggarwal (Promoter)	11000	0.88%
Rita Aggarwal Jt. C D Aggarwal (Promoter)	500	0.04%
Dhruv C Aggarwal Jt. Rita Aggarwal (Promoter)	7500	0.60%
Neelam Aggarwal (Promoter)	12,100	0.97%
Arun D Aggarwal Jt. Renu A Aggarwal (Promoter)	10,000	0.80%
Raghav A Aggarwal Jt. Renu A Aggarwal (Promoter)	5000	0.40%

Your Directors recommend the passing of the said resolution as set out in Item No. 2 of the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

**Item no. 3: Private Placement of Securities**

It is proposed to enable the Board to create, issue, offer and allot Equity Shares or securities convertible/optionally convertible into equity shares or non-convertible securities as stated in the resolution at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent conditions and other relevant factors and wherever necessary.

The proposed special resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs.1,83,00,000 (Rupees One Crore Eighty-Three Lakhs Only) 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 to any of the category of investors including 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").

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company. The promoters, directors, key managerial personnel and/or any of their relatives are interested in the proposed resolution to the extent of their Directorship/shareholding in the Investor (if any).

Your Directors recommend the passing of the said resolution as set out in Item No. 3 of the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

**Item No 4: Borrowings in excess of paid up capital and free reserves**

In view of proposed private placement offer of debt securities as mentioned in Item No.3, it is proposed to increase the borrowings powers to the Board in excess of paid up capital and free reserves from existing Rs. 25 Crores (which was approved vide EGM dated 3rd October 2015 through postal ballot) to Rs. 35 Crores and further, the Company may require issuing/offering debt securities against creation of charge assets of the Company, which may amount to creation of charge on overall or any part of the movable and/or immovable properties of the Company in excess of paid up capital and free reserves. The 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 Sale, lease or disposal of assets of the Company may amount to sale, lease or disposal of whole or substantially the whole of undertaking of the Company and borrowings in excess of paid up capital and free reserves; requires approval of shareholders, pursuant to Section 180(1)(a) and Section 180 (1) (c) of the Companies Act, 2013.

The promoters, directors, key managerial personnel and/or any of their relatives are interested in the proposed resolution to the extent of their Directorship/shareholding in the Investor (if any).

Your Directors recommend the passing of the said resolution as set out in Item No. 4 of the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

**For JCK Infrastructure Development Limited**

**Krishan Kapur**

Managing Director

DIN: 05183136

Residence: #132-134, Nandidurg Road

J C Nagar Bangalore 560046 KA IN

Place: Bangalore

Date: 8th November 2017