



J. Kumar Infraprojects Limited

**Annual Report
2019-2020**

PROJECTS



SCLR Flyover



Mumbai Metro - Line 7



Motagaon Flyover



Thane Belapur Flyover



Kharghar Metro



Underground Metro - Line 3

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BOARD OF DIRECTORS

Directors

Mr. Jagdishkumar M. Gupta
Mr. Kamal J. Gupta
Mr. Nalin J. Gupta
Mr. P.P.Vora (Independent Director)
Dr. R. Srinivasan (Independent Director)
Mr. Padam Prakash Jain (Independent Director)
Mr. A.S. Chatha (Independent Director)
Mrs Archana Surendra Yadav (Independent Director)

AUDIT COMMITTEE

Chairman

Members

Dr. R. Srinivasan
Mr. Kamal J Gupta
Mr. P.P.Vora
Mr. Ajit Singh Chatha
Mrs Archana Surendra Yadav

STAKE HOLDERS RELATIONSHIP COMMITTEE

Chairman

Members

Mr. Padam Prakash Jain
Mr. Kamal J. Gupta
Mr. Nalin J. Gupta

NOMINATION AND REMUNERATION COMMITTEE

Chairman

Members

Dr. R. Srinivasan
Mr. P. P. Vora
Mr. Ajit Singh Chatha
Mr. Padam Prakash Jain
Mrs Archana Surendra Yadav
Mr. Arvind Gupta
Ms. Poornima Reddy

Chief Financial Officer

Company Secretary

Todi Tulsyan & Co.
Chartered Accountants

Auditors

Bankers

**Bank of India, Bank of Baroda, Allahabad Bank,
RBL Bank, Yes Bank, Punjab National Bank, Axis Bank,
Union Bank of India, Bank of Maharashtra, IDBI Bank,
HDFC Bank, EXIM Bank, Oriental Bank of Commerce,
Bank of Bahrain & Kuwait, Syndicate Bank, Dena Bank,
Indusind Bank, ICICI Bank**

Registered Office

**16-A, Andheri Industrial Estate,
Veera Desai Road, Andheri (West),
Mumbai 400 053
Tel: (91-22) 67743555
Fax: (91-22) 2673 0814
Website: www.jkumar.com**

Registrar & Share Transfer Agent

**K Fin technologies Pvt. Ltd.
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.
Phone No.: +91 040 67162222 Email: Einward.ris@kfintech.com**

CHAIRMAN SPEECH



I am filled with a sense of immense pride and satisfaction to share that your Company has emerged stronger than before during the challenging and volatile financial year. JKIL continued to deliver sustained performance and now have a solid foundation for future profitable growth. Amid an uncertain economic environment and challenging industry dynamics, we continued to perform with resilience. This performance has been supported by our relentless focus on building our capabilities, disciplined approach to bidding, providing best-in-class project delivery and improving profitability. Even as the market remained difficult and new opportunities were scarce, our focus was on implementing solutions to create value while enhancing growth for the business.

We, at JKIL, leverage our deep domain knowledge, responsiveness, agility, scale and brand reputation to capitalize on growing opportunities. Over the years, we have grown to establish JKIL as a renowned brand in the Urban Infrastructure sector especially in the Metros (underground and elevated), flyover, bridges etc with the capability to deliver exponential results at any given point of time. Further, our strong compliance and governance system, skilled and competitive workforce and processes have augured well for our growth.

Performance Highlights

For most of the year, JKIL exhibited growth and strength on all key performance parameters even in the face of a stressed economic

environment. Your Company's strategically diversified business portfolio, robust Balance Sheet, strong Order Book position and execution strengths have stood JKIL in good stead.

Covid-19 impact: The period leading up to the lockdown and the subsequent stoppage of all economic activity from 25th March, 2020 has adversely affected your Company's operations in late FY 2019-20 as well as the better part of Q1 FY 2020-21. The lockdown was progressively lifted from 20th April, 2020, with the initial resumption of operations being conducted under restrictions imposed by local authorities. Currently most of these project sites are active, and execution of jobs is progressing with a reasonable level of labour workforce. Normalcy is being gradually restored and is expected to stabilise to near regular levels in the third quarter of FY 2020-21.

Right from the onset of the pandemic, JKIL adopted stringent safety measures to ensure the safety and wellbeing of its people and stakeholders. As a good corporate citizen with a social conscience, we responded to the humanitarian crisis caused by the virus with monetary and material assistance. JKIL contributed ₹ 50 Lakh for the PM CARES fund.

Amid widespread concerns about the plight of daily wage earners, we took it upon ourselves to ensure that the 9,000 contract workmen at our project sites received good care. We provided food, shelter and medical assistance while maintaining prescribed Covid 19 preventive & containment protocols.

In a year overshadowed by uncertainty, your Company turned in a creditable performance and registered growth in key performance parameters. Order Inflows which enable our business to flourish and grow, stood at ₹ 4,289 crores. Revenues which demonstrate the ability of the Company to execute and deliver on customer commitments grew by 7%. Shareholder value was delivered through healthy Profit after Tax which stood at ₹ 184 crores representing a growth of 4% over the previous year. The total Order Book of ₹ 11,644 crores as on 31st March, 2020 grew by 12% over the previous year-end and provides multi-year revenue visibility to the Company. We continue to focus on optimising our working capital management with focused efforts on collection and timely project completion. Our net debt was ₹ 179 Crores and net debt to equity ratio at 0.10 times as of 31st March 2020.

Dividend

We have a consistent track record of paying dividends. The Board of Directors of the Company at its meeting held on June 26, 2020, have recommended payment of Equity Dividend of ₹ 1.25 per share (@ 25% on Equity share of ₹ 5/- each), subject to shareholders' approval at the forthcoming AGM.

Optimism

The Covid-19 pandemic and its fallout makes it difficult to forecast the future with any degree of certainty. While we are hopeful that the 2nd half of FY 2020-21 will herald better economic and business activity in terms of tendering, good liquidity and revival of labour and supply chains, it would be premature to predict the Company's business outcomes for FY 2020-21. The company is putting in enormous efforts to mitigate the impact of the pandemic, and register enhanced performance in FY 2021-22.

Over the past decade, our strategy to focus on selected markets and clients with sound basis for long-term growth and profitability has paid off well and our financial and operational metrics have improved. Our focus to maintain a disciplined bidding approach for winning new business enables us to sustain long term profitable work instead of chasing revenue growth.

Infrastructure development has always been a crucial driver of economic growth. The government has continuously focused on the country's infrastructure development. The report of National Infrastructure Pipeline Task Force estimates total infrastructure investment of ₹ 111 Trillion during the period 2020-25. This along with several other development plans augurs well and provides significant growth opportunities for specialised civil construction EPC companies. JKIL will continue to take measures to improve its competitiveness and strengthen its capabilities. Our strategy will focus on prudence, profitable growth and operational excellence.

We are all passing through a crisis of unprecedented magnitude, and I would like to thank Team JKIL as well as our customers, vendors and other stakeholders for the confidence and trust they have reposed in us. I also thank my fellow Board Members for their invaluable support in guiding the Company and enabling another year of growth.

Jagdishkumar M. Gupta
(Executive Chairman)

NOTICE

Notice is hereby given that the TWENTY FIRST ANNUAL GENERAL MEETING of J. KUMAR INFRAPROJECTS LIMITED will be held through **VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS on Tuesday September 29, 2020 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, 2020 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, 2020 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, 2020 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT a dividend at the rate of ₹ 1.25 (One 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, 2020 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, 2020.”

- 3. To appoint Mr. Nalin J. Gupta (DIN: 00627832), 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. Nalin J. Gupta (DIN: 00627832) 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 ratify the remuneration of the Cost Auditor for the “Financial Year 2020-21 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, 2021, be paid the remuneration of ₹ 8,00,000/- excluding taxes be and is hereby ratified.

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 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 20, 2020**

NOTES:

- I. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 (“SEBI Circular”), permitted holding of Annual General Meetings through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 21st Annual General Meeting (AGM) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the Meeting shall be deemed to be the registered office of the Company
- II. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
- III. No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.
- IV. In terms of Section 152 of the Act, Mr. Nalin 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. Nalin 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. Kamal J. Gupta, Managing Director being related to Mr. Nalin 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.
- 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. Members who are shareholders as on Tuesday, September 22, 2020 can join the AGM 15 minutes before the commencement of the AGM i.e at 10.45 A.M and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice
- VI. The Register of Members and Share transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (Both days inclusive)
- VII. Dividend as recommended by the Directors, if declared at the Annual General Meeting will be paid after Tuesday, September 29, 2020 to the members whose names appear in the Company’s Register of Members as on Tuesday, September 22, 2020 (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 22, 2020 (in respect of shares held in electronic form).
- VIII. 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.
- IX. The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Tuesday, September 22, 2020 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
- X. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
- XI. In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.jkumar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of KFintech at <https://evoting.karvy.com>

- 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 2013-14 , 2014-15, 2015-16, 2016-17, 2017- 18 and 2018-19 are requested to write forthwith to the Company's Share Transfer Agent giving necessary details.
- K Fin technologies Pvt. Ltd.
Unit : J. KUMAR INFRAPROJECTS LIMITED
Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
Phone No.: +91 040 67162222
Email: Einward.ris@kfintech.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 2019-20, 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.jkumar.com/Investorrelations>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link:www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them, Concerned members/investors are advised to visit the weblink:<http://iepf.gov.in/IEPFA/refund/html> or contact KFin Technologies 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 on which the investors would be able to register their complaints, if any.
- XIX. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Monday, 31st August 2020 .Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
1. Those Members who have registered/not registered their mail address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with Registrar and Transfer Agents KFin Technologies Private Ltd in case the shares are held in physical form.
 2. Members may also visit the website of the Company www.jkumar.com or the website of KFinTech at <https://evoting.karvy.com/> for downloading the Annual Report and Notice of the AGM.

3. Alternatively, Members may send an e-mail request to the email id Einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

XX Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

XXI. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed for seeking approval at this AGM. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.jkumar.com. All shareholders will be able inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.grievances@jkumar.com. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

XXII. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/KFintech (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode).

XXIII. For Resident Shareholders, who have provided PAN, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 7.5% on the amount of dividend. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Act. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2020-21 does not exceed R 5,000. In cases where the shareholder provides Form 15G / Form 15H and provided that all the required eligibility conditions are met, no tax will be deducted at source. Apart from above cases following categories of shareholders are exempt from tax deduction at source:

- Life Insurance Corporation of India [clause (a) to 2nd proviso to section 194]
- General Insurance Corporation of India/ The New India Assurance Company Ltd / United India Insurance Company Ltd / The Oriental Insurance Company Limited / National Insurance Company Ltd [clause (b) to 2nd proviso to section 194]
- any other insurer in respect of any shares owned by it or in which it has full beneficial interest [clause (c) to 2nd proviso to section 194]

The following payees are also not subject to TDS in view of the provisions of sections 196, 197A of the Act and CBDT notification:

- Government [section 196(i)]
- Reserve Bank of India [section 196(ii)]
- a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income [section 196(iii)]
- Mutual Fund [section 196(iv)]
- any person for, or on behalf of, the New Pension System Trust referred to in section 10(44) [subsection 1E to section 197A]
- Category I or a Category II Alternative Investment Fund (registered with SEBI as per section 115UB) as per Notification 51/2015 since their income, other than profits and gains of business and profession.

For Foreign Portfolio Investor (FPI) category Shareholders, taxes shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% (plus applicable surcharge and cess) on the amount of dividend payable.

For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the Income tax Act, 1961, at the rates in force. As per the relevant provisions of the Income tax Act, 1961, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90(2) of the Income tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax