



JMC PROJECTS (INDIA) LIMITED

a Kalpataru Group Enterprise

Regd. Office : A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad 380 051

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 24th Annual General Meeting of the Members of JMC Projects (India) Limited, will be held on Thursday, 29th day of July, 2010 at 12.00 noon at ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380 009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 and Profit & Loss Account for the year ended on that date together with Directors' Report and Auditor's Report thereon.
2. To confirm payment of dividend on Non-Cumulative Redeemable Preference Shares for the year 2009-10.
3. To declare dividend on Equity Shares for the year 2009-10.
4. To appoint a Director in place of Mr. M. G. Punatar, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. D. R. Mehta, who retires by rotation and being eligible, offers himself for reappointment.
6. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, relating to the re-appointment of the Statutory Auditors of the Company:

"RESOLVED that M/s Sudhir N. Doshi & Co., Chartered Accountants, Ahmedabad and M/s Kishan M. Mehta & Co., Chartered Accountants, Ahmedabad be and are hereby re-appointed as the Statutory Auditors of the Company under Section 224 and other applicable provisions, if any, of the Companies Act, 1956 to hold office as such from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, plus reimbursement of out of pocket expenses, as may be incurred in the performance of their duties, as may be decided by the Board of Directors.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 16 and 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the Authorized Share Capital of the Company comprising of 2,47,50,000 (Two Crore Forty Seven Lacs Fifty Thousand) Equity Shares of Rs. 10/- each and 12,50,000 (Twelve Lacs Fifty Thousand) Preference Shares of Rs. 202/- each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore Only) be and is hereby reclassified in to 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs. 10/- each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs. 100/- each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- "V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs. 10/- each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs. 100/- each"

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, the Board of Directors or Committee thereof be and are hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to alter the articles of association of the Company by way of deletion of Clause (5)(a) of the Articles of Association of the Company and substitution thereof with the following New Clause (5)(a):

- (5) (a) The Authorized Share Capital of the Company is as per Clause V of the Memorandum of Association of the Company, with power to increase or reduce the share capital of the Company and to divide the share capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in consultation with the Articles of Association of the Company to and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

Place : Ahmedabad

Date : May 29, 2010

Regd. Office

A-104, Shapath - 4, Opp. Karnavati
Club, S. G. Road Ahmedabad 380 051

By order of the Board

For JMC Projects (India) Limited

Sd/-

Ashish Shah
Company Secretary

Notes

- **A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
- The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24th July 2010 to Thursday, 29th July 2010 (both days inclusive).
- Members are requested to:
 - Dematerialize their physical shares.
 - Update their bank account details, if changed.
 - quote folio no. / DP ID & CL. ID for any communication for their shareholding.
 - bring the copy of Annual Report at the meeting.
- The copies of relevant documents can be inspected at the Registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of A.G.M.
- In order to prevent fraudulent encashment of Dividend Warrants, the shareholders are requested to update their Bank account details with their Depository Participants in case of holding of shares in electronic mode and in case of physical holding with Registrar of the Company at following address.

M/s. Link Intime India Pvt. Ltd.

(Formerly Intime Spectrum Registry Ltd.)

Unit : JMC Projects (India) Limited

211, Sudarshan Complex,

Nr. Mithakhali Under Bridge,

Ahmedabad – 380 009

Tel. & Fax. : +91-79-26465179

- Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of 7 years from the date of payment, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to section 205C of the Companies Act, 1956.
- The member seeking any further information regarding accounts should send request to the Company at its registered office and member should ensure that it reaches the Company at least 7 days before the Annual General Meeting.
- The details of Directors seeking re-appointment in the Annual General Meeting to be held on 29th July 2010 have been provided in Corporate Governance Report attached and forms part of Annual Report-2009-10.
- Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

Explanatory Statement

[pursuant to Section 173 of the Companies Act, 1956]

Item no. 7 & 8

The Preference Share Capital of Rs. 25.25 crores had been redeemed on October 3, 2009 to its holders at par and now Company does not anticipate raising the preference share capital in near future. The Board of Directors therefore proposes to re-classify the Authorized Share Capital as provided in the item no. 7 and 8 of this Notice.

Section 94 and 31 of the Companies Act, 1956 provide that the alteration in Capital Clause in Memorandum and Articles of Association of the Company requires the consent of the Members in General Meeting and hence members' approval is sought for reduction in face value of Preference Shares from Rs. 202/- each to Rs. 100/- each and partially converting preference shares into equity shares. Thus resulting Authorized Share Capital of the Company of Rs. 50,00,00,000/- will be divided into 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs. 10/- each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs. 100/- each.

Your Directors recommend the Resolution as set out in Item no. 7 & 8 for approval of members.

None of the Directors is concerned or interested in passing the said resolutions.

Place : Ahmedabad
Date : May 29, 2010

Regd. Office
A-104, Shapath – 4, Opp. Karnavati
Club, S. G. Road Ahmedabad 380 051

By order of the Board
For JMC Projects (India) Limited

Sd/-

Ashish Shah
Company Secretary



FORM OF PROXY**JMC PROJECTS (INDIA) LIMITED**

a Kalpataru Group Enterprise

Regd. Office : A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 051

I/We _____
 of _____ in the district of _____
 being member(s) of the above names Company, hereby appoint _____
 of _____ or failing him _____
 of _____

as my/our proxy to vote for me/us on my/our behalf at the **TWENTY-FOURTH ANNUAL GENERAL MEETING** of the Company to be held at 12:00 noon. on July 29, 2010, at ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380 009 and at any adjournment thereof.

Signed at _____ (Place) this _____ day of _____, 2010.

DP ID* _____

Folio No. _____

Affix
15 paise
revenue
Stamp

Client ID* _____

No. of Shares held _____

Note : This form in order to be effective should be stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

* Applicable for investor holding shares in electronic form.

ATTENDANCE SLIP**JMC PROJECTS (INDIA) LIMITED**

a Kalpataru Group Enterprise

Regd. Office : A-104, Shapath-4, Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 051

To be handed over at the entrance of the Meeting Hall

Name of the Attending Member (In Block Letters)	DP ID*
	Client ID*
Name of Proxy (in Block Letters)	Membership Folio No.
(To be filed in the Proxy attends insted of the member)	
	No. of Shares held

I hereby record my presence at the **TWENTY-FOURTH ANNUAL GENERAL MEETING** of the Company to be held at 12:00 noon on July 29, 2010, at ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad 380 009.

 Member's/Proxy's Signature
 (To be signed at the time of handing over this Slip)

*Applicable for investors holding shares in electronic form.

360

THE BUSINESS OF CREATION





THYRUVARUR SPORTS COMPLEX



JMC Projects (India) Ltd

C O N T E N T S

Corporate Information	3
Message from Vice Chairman & Managing Director	4
Financial Highlights	6
Directors' Report	8
Management Discussion and Analysis	15
Kalpataru Power's - Key Highlights	20
Report on Corporate Governance	21
Auditors' Report	31
Balance Sheet	34
Profit and Loss Account	35
Schedules Forming Part of Accounts	36
Cash Flow Statement	52
Statement u/s. 212 of the Companies Act, 1956	53
Balance Sheet Abstract	54
Consolidated Financial Statements	
Auditors' Report	55
Consolidated Balance Sheet	56
Consolidated Profit and Loss Account	57
Schedules to & Forming Part of Consolidated Accounts	58
Consolidated Cash Flow Statement	71



C O R P O R A T E I N F O R M A T I O N

BOARD OF DIRECTORS

Mr. D. R. Mehta
Chairman

Mr. Hemant Modi
Vice Chairman & Managing Director

Mr. Suhas Joshi
Managing Director

Mr. Kamal Jain
Director

Mr. Mahendra G. Punatar
Director

Mr. Ramesh Sheth
Director

Mr. Manish Mohnot
Director (w.e.f. May 29, 2009)

AUDIT COMMITTEE

Mr. D. R. Mehta
Chairman

Mr. Mahendra G. Punatar
Member

Mr. Kamal Jain
Member

SHAREHOLDERS' GRIEVANCE COMMITTEE

Mr. Kamal Jain
Chairman

Mr. Suhas Joshi
Member

Mr. Hemant Modi
Member

REMUNERATION COMMITTEE

Mr. D. R. Mehta
Chairman

Mr. Kamal Jain
Member

Mr. Mahendra G. Punatar
Member

COMPANY SECRETARY

Mr. Ashish Shah

AUDITORS

Sudhir N. Doshi & Co.
Chartered Accountants, Ahmedabad

Kishan M. Mehta & Co.
Chartered Accountants, Ahmedabad

BANKERS

Oriental Bank of Commerce
The Karur Vysya Bank Ltd.
State Bank of India
Indian Bank
Punjab National Bank
Axis Bank

REGISTERED & CORPORATE OFFICE

A-104, Shapath-4,
Opp. Karnavati Club, S.G.Road,
Ahmedabad - 380 051, Gujarat, India.
Phone: +91-79-3001 1500
Fax: +91-79-3001 1600 / 3001 1700
Email: jmcho@jmcprojects.com

REGISTRAR & TRANSFER AGENT

M/S. Link Intime India Pvt. Ltd.,
Unit: JMC Projects (India) Ltd.,
211, Sudarshan Complex,
Near Mithakhali Under Bridge,
Ahmedabad - 380 009.
Phone & Fax: +91-79-2646 5179
Email: ahmedabad@linkintime.co.in



MESSAGE FROM VICE CHAIRMAN & MANAGING DIRECTOR

In the backdrop of uncertain global economic scenario, Indian economy achieved GDP growth rate of 7.4% in 2009-10 showing remarkable improvement over the previous year and indicating strong growth momentum for the coming year. Driven by heavy investments by government and private sector, manufacturing sector has been the key contributor to the overall growth. In the last quarter of 2009-10, gross fixed capital formation grew by 34.6% signifying that investments have begun to pick up on a big scale. The euro crisis may have some adverse impact on fresh foreign investment for the time being but considering strong fundamentals of Indian economy, it may not have any significant impact on overall development. Curbing inflation without jeopardizing the interest rates will be a major challenge for the government to upkeep further investment and growth momentum.

The growth in construction industry continues to outpace GDP growth for last few years. The Union budget 2010-11 has provided major impetus to infrastructure sector by earmarking almost 46% of plan allocation. In order to cope up with shortage of long term funding for infrastructure projects, the government is also contemplating creation of dedicated fund of Rs. 50,000 Crores from overseas and domestic institutions. The government is also seeking higher investments from private players through Public Private Partnership (PPP) Model by implementing required changes in the policy framework. The infrastructure sector is entering a phase of accelerated growth driven by regulatory reforms and strong demand for capacity buildup to sustain envisaged economic development. The emerging opportunities present huge potential across all the segments of construction industry. Housing