
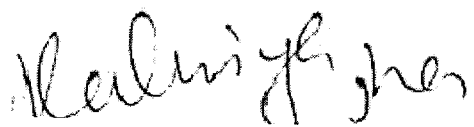



.....
Mohan Dhar Diwan
Whole Time Director
JMG Corporation Limited


(SATISH KUMAR GROVER)

Chairman - Audit Committee
JMG Corporation Limited


.....
CA Bhavuk Garg
Partner
Andros & CO. (Auditor)
Membership No. 502310


.....
Kanhaiya Kumar Jha
Chief Financial Officer

**26th ANNUAL REPORT
2014-2015**

JMG CORPORATION LIMITED

**PLEASE NOTE THAT NO GIFTS WHATSOEVER WILL BE DISTRIBUTED
TO THE SHAREHOLDER AT THE ANNUAL GENERAL MEETING**

JMG CORPORATION LIMITED

BOARD OF DIRECTORS

Mr. Pramod Kumar Nanda	Chairman
Mr. Mohan Dhar Diwan	Whole Time Director
Mr. Avantsa Krishna	Director
Mr. Satish Kumar Grover	Director
Mr. Atul Kumar Mishra	Additional Director
Ms. Akanksha Mishra	Additional Director
Mr. Kanhaiya Kumar Jha	Chief Financial Officer
Mr. Satya Prakash Singh	Chief Executive Officer

BANKERS

ICICI Bank Limited
Indian Bank
HDFC Bank

STATUTORY AUDITORS

ANDROS & CO.
Chartered Accountants
A-101, Group Industrial Area
Wazirpur, New Delhi - 110052

INTERNAL AUDITORS

NAGAR KRISHNA & ASSOCIATES
Chartered Accountants
27-C, Pocket C, SFS Flats, Green View Apartments
Mayur Vihar-III, Delhi-110096

SECRETARIAL AUDITORS

KUMAR ANIL & ASSOCIATES
Company Secretary in Practice
B-23, 1st Floor, Sec-48, Noida-201301

REGISTERED OFFICE

Suite No. 307, Palam Triangle, Palam Vihar
Gurgaon-122017, Haryana

CORPORATE OFFICE

574, 2nd Floor, Main Road, Chirag Delhi
New Delhi –110017.

STOCK EXCHANGE

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

REGISTRAR AND SHARE TRANSFER AGENT:

Indus Portfolio Private Limited
G-65, Bali Nagar, New Delhi-110015
Phone: 011 –25449862

CORPORATE IDENTITY NUMBER

L31104HR1989PLC033561

JMG CORPORATION LIMITED

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Sixth Annual General Meeting of the Members of "JMG Corporation Limited" is scheduled to be held on Monday, 28th September, 2015, at 10:30 A.M. at K-7/5, (Near Crystal Children's Centre), DLF-II, Gurgaon-122002, Haryana, to transact the following business:-

Ordinary Business (es):

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on March 31, 2015, including the audited balance sheet as at March 31, 2015, the statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Report of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a director in place of Mr. Mohan Dhar Diwan (DIN-01888051), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and to authorise the board of directors to fix their remuneration.

Special Business (es):

4. Appointment of Mr. Atul Kumar Mishra (DIN-00297681) as Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Atul Kumar Mishra (DIN-00297681), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Atul Kumar Mishra (DIN-00297681) as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Appointment of Ms. Akanksha Mishra (DIN-07145582) as Non-Executive Director

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

JMG CORPORATION LIMITED

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Akanksha Mishra (DIN-07145582), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Akanksha Mishra (DIN-07145582) as a candidate for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board

For JMG CORPORATION LIMITED

Place: - New Delhi
Date:- 12-08-2015

Sd/-
Mohan Dhar Diwan
Whole Time Director
DIN- 01888051

JMG CORPORATION LIMITED

NOTE(S):

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant the provision of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.
2. Members / Proxies should bring the enclosed attendance slip duly filled in for attending the Meeting alongwith the Annual Report.
3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board/ Governing Body resolution together with their respective specimen signatures authorizing such representative to attend and vote at the Annual General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed hereto and forms part of this notice.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours (between 10:00 A.M. and 5:30 P.M.) of the Company, provided that not less than three days of notice in writing is given to the Company.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours, up to the date of the Meeting.
8. Members who are holding shares in physical forms are requested to notify changes in their respective address or Bank details to the Company or to the Registrar and Share Transfer Agent of the Company at the address listed on Page No. 3 of the annual report always quoting Folio number. In respect of holding in Electronic form, members are requested to notify any change in address or Bank detail to their respective depository participant.
9. Shareholders holding shares in the same name or in the same order of names but in several folios are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holding in one single folio.
10. Any member desirous of obtaining any information/clarification on the enclosed Accounts should submit the query in writing at the Registered Office of the Company at least 10 days before the date of the Meeting.
11. Members/Proxies are requested to bring their copies of Annual Report with them to the Meeting as the same will not be supplied again at the Meeting as a measure of economy.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection by members of the Company.
13. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2015 to 28th September, 2015 (both days inclusive).
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding securities in the electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Indus Portfolio Private Limited or to the Company.
16. In order to communicate the important and relevant information and event to the members, including quarterly results in cost efficient manner, the members are requested to register their e-mail

JMG CORPORATION LIMITED

addresses with the Registrar & Share Transfer Agents (RTA) in case of shares held in physical form and with their respective Depository Participants (DP) in case of Demat holdings.

17. Member may also note that the Notice of the 26th AGM and the Annual Report 2014-15 will be available on the Company's website www.jmgcorp.in

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM) may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2015 (9:00 am) and ends on 27th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "JMG Corporation remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "JMG Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rpa@rpalegal.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

JMG CORPORATION LIMITED

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|--|----------------|---------------------|
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Ranjeet Pandey, Company Secretary in Practice (Membership No. 5922) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.jmgcorp.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board

For JMG CORPORATION LIMITED

Sd/-

Mohan Dhar Diwan
Whole Time Director
DIN- 01888051

Place: - New Delhi
Date:- 12-08-2015

JMG CORPORATION LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102:

In respect to Item No. 4 and 5:

Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) were appointed as Additional Director by the Board with effect from March 31, 2015, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) will hold office up to the date of this Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) for the office of Non-Executive Director, liable to retire by rotation.

The Board considers that their continued association would be of immense benefit to the Company and is desirable to continue to avail services of Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) as non-executive director. Except Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) to whom the resolution relates, no other director, key managerial personnel or their relatives, are concerned or interested in the resolution.

Mr. Atul Kumar Mishra (DIN-00297681), to whom the resolution relates, holds 84, 80,131 equity shares in the Company.

The resolution seeks the approval of members for the appointment of Mr. Atul Kumar Mishra (DIN-00297681) and Ms. Akanksha Mishra (DIN-07145582) as Non-Executive Directors of the Company pursuant to Section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Board recommends the resolution set forth at Item no. 4 and 5 for the approval of the members.

By order of the Board

For JMG CORPORATION LIMITED

Place: - New Delhi
Date:- 12-08-2015

Sd/-
Mohan Dhar Diwan
Whole Time Director
DIN- 01888051