

JAIPRAKASH

ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017

Registered Office: Sector 128, Noida – 201 304, U.P. (India)
Delhi Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057
Telephone: +91 (120) 4609000, 2470800 Fax : +91 (120) 4609464
Website : www.jalindia.com; E-mail : jal.investor@jalindia.co.in

NOTICE

NOTICE is hereby given that the **20th Annual General Meeting** of the Members of **Jaiprakash Associates Limited** will be held on **Saturday, the 23rd September, 2017 at 11.00 A.M. at Jaypee Institute of Information Technology, Sector-128, Jaypee Wish Town, Village Sultanpur, Noida-201304, Uttar Pradesh, India**, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of **Balance Sheet as at 31st March 2017**, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the notes and annexures thereto and forming part of any of the above documents together with the Report of Auditors and the Directors thereon.
2. To appoint a Director in place of **Shri Ranvijay Singh (DIN-00020876)** who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Pankaj Gaur (DIN-00008419)** who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, 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), **M/s Rajendra K. Goel & Co.**, Chartered Accountants, New Delhi (Registration No. : 001457N) be and are hereby appointed as **Statutory Auditors** of the Company [in place of M/s M.P. Singh & Associates, Chartered Accountants, New Delhi [Registration No. 002183C) the retiring Statutory Auditors, who are not eligible to be re-appointed] to hold office from the conclusion of this Annual

General Meeting until the conclusion of 25th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

5. **RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2017-18**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of **Section 148** and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 5,35,000/- (Rupees Five lakh thirty five thousand only) (plus applicable taxes and reimbursement of out of pocket expenses) payable to M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 2890) appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, as detailed in the Explanatory Statement, for the Financial Year ending 2017-18, be and is here by ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof 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."

6. **RE-APPOINTMENT OF SHRI RAJ NARAIN BHARDWAJ AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Raj Narain Bhardwaj** (DIN-01571764), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. RE-APPOINTMENT OF Ms. HOMAI A. DARUWALLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Ms. Homai A. Daruwalla** (DIN-00365880), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act,

2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. RE-APPOINTMENT OF SHRI BASANT KUMAR GOSWAMI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Basant Kumar Goswami** (DIN-00003782), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"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."

9. RE-APPOINTMENT OF SHRI KAILASH NATH BHANDARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Kailash Nath Bhandari** (DIN-00191219), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

10. RE-APPOINTMENT OF SHRI CHANDRA PRAKASH JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Chandra Prakash Jain** (DIN-00011964), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who

is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

11. RE-APPOINTMENT OF SHRI SATISH CHARAN KUMAR PATNE AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Satish Charan Kumar Patne** (DIN-00616104), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

12. RE-APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Keshav Prasad Rau** (DIN-02327446), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

13. RE-APPOINTMENT OF SHRI TILAK RAJ KAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Tilak Raj Kakkar** (DIN-01425589), Independent Director of the Company whose period of office is liable to expire on 11th November, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the

Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 12th November, 2017 to 11th November, 2022 and whose office shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

14. RE-APPOINTMENT OF SHRI RANVIJAY SINGH, WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, (including any modification(s), or re-enactment(s) thereof as may be made from time to time) and subject to such consents and permissions, where necessary, including that of secured creditors, Central Government and other authorities / regulatory authorities, which may be agreed to by the Board of Directors of the Company including (Nomination & Remuneration Committee or any other Committee of the Board of Directors), the approval of the Company be and is hereby accorded to the re-appointment of **Shri Ranvijay Singh** (DIN-00020876) as Whole-time Director of the Company for a further period of **three consecutive years with effect from 14th December, 2017 to 13th December, 2020** on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Ranvijay Singh, notwithstanding that

in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable including to make necessary applications, representations to concerned authorities and to settle any question of difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution."

15. RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT/ GDRs / ADRs/ FOLLOW-ON PUBLIC OFFER/ RIGHTS ISSUE/ PREFERENTIAL ISSUE ETC.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and/ or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof), the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended, and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), Reserve Bank of India (RBI), Govt. of India or any other Competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Regulations") and other

concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other statutory or other authority(ies), Bank(s), Institution(s) or body(ies), as may be necessary and subject to such conditions as may be stipulated by them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted Committee thereof), the Board be and is hereby authorized to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of a Qualified Institutions Placement (QIP) in terms of Chapter VIII of the ICDR Regulations, as amended from time to time and/or External Commercial Borrowings (ECBs) with rights of conversion into Equity Shares or any other mode as per Regulation 29(1)(d) of the SEBI Regulations to be subscribed to, by International and/ or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as the "Investors"), whether or not such Investors are members of the Company or not (including with the provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including to employees of the Company, group/associate company(ies)/ holding company as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount/ premium to the market prices in such manner and on such terms and conditions including security, rate of interest etc. to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board, at its sole discretion, at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, **upto an aggregate of ₹ 2,000 Crores** (Rupees Two Thousand Crores only) in Indian Rupees or its equivalent in any foreign currency (inclusive of such premium/ discount as may be determined) and such issue and allotment be made at such time

or times, in such tranche or tranches, in such currency(ies), in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue/ allotment."

"RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/ Securities shall only be made to Qualified Institutional Buyers (QIBs) at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of the ICDR Regulations and such Securities shall be fully paid-up and the allotment of such Equity Shares/Securities shall be completed within 12 months from the date of passing of this Resolution."

"RESOLVED FURTHER THAT subject to applicable law, in the event that equity shares are issued to QIBs by way of QIP in terms of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2009, the relevant date for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board or the committee thereof decides to open the QIP of equity shares."

"RESOLVED FURTHER THAT the Company and/ or any agency or body authorized by the Company, may issue receipts/ certificates representing the underlying Securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/ international practices, norms and regulations, and under the norms and practices prevalent in the International Markets."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares/ Securities at such premium as may be decided by the Board in its absolute discretion as may be required to be issued and allotted upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank paripassu with the then existing Equity Shares in the Company in all respects including as to dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/ Securities to be allotted in each tranche, issue price, face value, premium, discount on issue/conversion of securities/ exercise of warrants, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, intermediaries, to enter into or execute all such agreements/ arrangements/ MOUs/ documents with any such agencies, as may be necessary to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Executive Vice Chairman or Managing Director or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company or to any other person to implement the aforesaid Resolution."

By Order of the Board
For **JAIPRAKASH ASSOCIATES LIMITED**

(M.M SIBBAL)
Jt. President & Company Secretary
FCS: 3538

Place: New Delhi
Date : 21st August, 2017

NOTES

- (i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Items Nos. 4 to 15 is annexed hereto.
- (ii) **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 RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXY SUBMITTED ON BEHALF OF COMPANY/ BODY CORPORATES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE.**
- A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS, NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY FOR THE ENTIRE SHAREHOLDING AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IN FORM NO. MGT-11 IS ENCLOSED.**
- (iii) Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board/ Governing Body Resolution to the Company, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
- (iv) 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 of the Company, provided that not less than three days of Notice in writing is given to the Company.
- (v) Member/ proxies/ authorized representatives should bring the duly filled up Attendance Slip enclosed herewith to attend the meeting.
- (vi) All documents referred to in the Notice and the accompanying statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting and at the venue of the meeting.
- (vii) Copies of the Notice of 20th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s). For Members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at the closing hours of business on 18th August, 2017. Upon request, printed copy of Annual Report will be supplied to those shareholders to whom Annual Report has been sent through Electronic Mode.
- The Notice is also available on the website of the Company www.jalindia.com and also on weblink of CDSL i.e. <https://www.evotingindia.com/PageDownload.jsp>.
- (viii) Members who have not registered their email address so far, are requested to register their email address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
- (ix) The Register of Members and Share Transfer Books will remain closed from Friday, the 15th September, 2017 to Saturday, 23rd September 2017 (both days inclusive) for the purpose of Annual General Meeting.
- (x) Members who are holding shares in physical form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) i.e. Alankit Assignments Limited and always quote their Folio Numbers in all correspondence with the Company and RTA. In respect of holding shares in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.

- (xi) Members can avail of the **nomination facility** in terms of **Section 72** of the Companies Act, 2013 by nominating, in **Form SH-13**, as prescribed in the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. The same can also be downloaded from the Company's website www.jalindia.com. Form SH-13 is to be submitted in duplicate: (a) in case of shares held in physical form, to the Registrar and Transfer Agent (RTA) and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (xii) Members who are still holding shares in physical form are advised to **dematerialize their shareholding** to avail of the benefits of dematerialization which besides others include easy liquidity (since trading is permitted only in dematerialized form) electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (xiii) Under Section 125 read with Section 124 of the Companies Act, 2013, the **dividend amounts which remain unpaid/ unclaimed** for a period of seven years from the date of declaration, are required to be transferred to the **Investor Education and Protection Fund (IEPF)** of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. Therefore members are requested to encash their dividend warrants on priority within the validity period. Further, the particulars of unpaid/ unclaimed dividend etc. are uploaded/being uploaded on the Company's website www.jalindia.com and website of IEPF viz. www.iepf.gov.in, in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.
- (xiv) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 [as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015')] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members

facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting (AGM) by **remote E-voting** 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 Central Depository Services (India) Limited (CDSL)**.

- (xv) *The Members as per the Register of Members, on the cut-off date viz. Friday, the 15th September, 2017 (at closing hours) shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting. The voting right of the members shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.*
- (xvi) The facility for **voting through polling** shall be made available at the Annual General Meeting and the members attending the meeting **who have not cast their vote by remote e-voting** shall only be able to exercise their right at the meeting through polling paper.
- A Proxy can vote through polling and no voting by show of hands will be allowed at the Meeting.
- (xvii) 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.
- (xviii) The remote E-voting facility will be available during the following period:

Commencement of Remote E-Voting	9.00 A.M. on Wednesday, the 20th September, 2017
End of Remote E-Voting	5.00 P.M. on Friday, 22nd September, 2017

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date, the 15th September, 2017 (Closing hours)**, may cast their vote by remote e-voting. The remote E – Voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

(xix) **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

- a) Log on to the e-voting website **www.evotingindia.com**.
- b) Click on **"Shareholders / Members"**.
- c) Now Enter your applicable **User ID/ Login Id**, as under:-
 - (i) **For CDSL:** 16 digits beneficiary ID,
 - (ii) **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) **For Members holding shares in Physical Form:** "Folio Number" registered with the Company.
- d) Thereafter enter the **Image Verification code** as displayed and Click on **"Login"** tab.
- e) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and casted your vote earlier for EVSN of any company, then your **existing login id and password** are to be used.
- f) If you are a **first time user**, then fill up the following details in the appropriate boxes:

PAN*	<p>For shareholders holding shares in Demat Form and Physical Form</p> <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"> 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.
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	<ul style="list-style-type: none"> 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. Eg. If your name is Ramesh Kumar with sequence No. 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date Of Birth*	Enter the Dividend Bank Details or Date of Birth (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 user id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- g) After entering these details appropriately, click on **"SUBMIT"** tab.
- h) **Members holding shares in physical form** will then reach directly to the **Company selection screen**. However, **Members holding shares in demat form** will now reach **'Password Creation' menu** wherein they are required to mandatorily change 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.
- i) For **Members holding shares in physical form**, the details can be used only for remote e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant **Electronic Voting Sequence Number (EVSN)** of "Jaiprakash Associates Limited".
- k) 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.

- l) Click on the "**Resolutions File Link**" if you wish to view the entire Resolutions details.
- m) 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.
- n) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- p) If a demat account holder has forgotten the changed 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.
- q) Shareholders can also cast their votes 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 app store and the Windows phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r) **ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- i. Non-Individual shareholders (i.e. **other than Individuals, HUF, NRI etc.**) and Custodians are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.

- ii. After registering online, scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. **A scanned copy of the Board Resolution and Power of Attorney (POA)** which they have issued in favor of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date, the 15th September, 2017** may follow the same instructions as mentioned above for e-voting. And the person who is not a member as on the cutoff date should treat this Notice **for information purpose only**.
 - t) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - u) In case of **joint holders** attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
 - v) Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed **on the date of the 20th Annual General Meeting** of the Company.