

JAIPRAKASH

ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017

Registered Office: Sector 128, Noida – 201 304, Uttar Pradesh, India

Telephone: +91 (120) 2470800

Corporate Office: 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057

Telephone: +91 (11) 49828500 Fax: +91 (11) 26145389

Website: www.jalindia.com; E-mail: jal.investor@jalindia.co.in

NOTICE

NOTICE is hereby given that the **21st Annual General Meeting** of the Members of **Jaiprakash Associates Limited** will be held on **Friday, the 21st December, 2018 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 business:

Ordinary Business

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Report of Auditors and the Directors thereon.

2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of **Shri Sunny Gaur (DIN-00008293)** who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

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 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 ₹ 4,55,000/- (Rupees Four Lacs and Fifty 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 2018-19, be and is hereby 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."

4. APPOINTMENT OF SHRI JAIPRAKASH GAUR AS DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) **Shri Jaiprakash Gaur (DIN: 00008085)**, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for appointment of **Shri Jaiprakash Gaur** as Director, despite his attaining the age of 75 years in the light of justification as contained in the explanatory statement annexed hereto."

5. **CONTINUATION OF PRESENT TERM OF SHRI BASANT KUMAR GOSWAMI AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Basant Kumar Goswami** (DIN: 00003782), despite attaining the age of 75 years (on 29th January 2010) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office upto the expiry of his present term of Independent Director i.e. upto 26th September, 2022 on existing terms and conditions."

6. **CONTINUATION OF PRESENT TERM OF SHRI TILAK RAJ KAKKAR AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Tilak Raj Kakkar** (DIN: 01425589), despite attaining the age of 75 years (on 08th December 2015) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office upto the expiry of his present term of Independent Director i.e. upto 11th November, 2022 on existing terms and conditions."

7. **CONTINUATION OF PRESENT TERM OF SHRI KAILASH NATH BHANDARI AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Kailash Nath Bhandari** (DIN: 00191219), despite attaining the age of 75 years (on 1st March 2017) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office upto the expiry of his present term of Independent Director i.e. upto 26th September, 2022 on existing terms and conditions."

8. **CONTINUATION OF PRESENT TERM OF SHRI SATISH CHARAN KUMAR PATNE AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Satish Charan Kumar Patne** (DIN: 00616104), who shall attain the age of 75 years (on 19th April 2019) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office despite attaining the age of 75 years, upto the expiry of his present term of Independent Director i.e. upto 26th September, 2022 on existing terms and conditions."

9. **CONTINUATION OF PRESENT TERM OF SHRI RAJ NARAIN BHARDWAJ AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force or may cause into force), the consent of the members, be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Raj Narain Bhardwaj** (DIN: 01571764), who shall attain the age of seventy five (75) years (on 8th May 2020) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office despite attaining the age of 75 years, upto the expiry of his present term of Independent Director i.e. upto 26th September, 2022 on the existing terms and conditions."

10. CONTINUATION OF PRESENT TERM OF SHRI CHANDRA PRAKASH JAIN, AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.

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

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Non-Executive Independent Director by **Shri Chandra Prakash Jain** (DIN: 00011964), who shall attain the age of 75 years (on 3rd March 2021) in the light of justification as contained in the Explanatory Statement annexed hereto and that he shall continue to hold the said office despite attaining the age of 75 years upto the expiry of his present term of Independent Director i.e. upto 26th September, 2022 on existing terms and conditions."

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

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

Place: New Delhi
Date: 3rd November, 2018

NOTES

- i. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Items Nos. 3 to 10 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 until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged 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 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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 23rd September, 2017.

- viii. The Annual Report 2017-18, the Notice of 21st Annual General Meeting 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 **9th November, 2018**. 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/noticeResults.jsp>.

- ix. We urge members to support our commitment to environment protection by choosing to receive their shareholders communication through email. You can do this by updating your email address with your depository participants or Registrar and Transfer Agent (RTA)/ Company.
- x. The Register of Members and Share Transfer Books will remain closed from **Saturday, the 15th December, 2018 to Friday, the 21st December, 2018** (both days inclusive) for the purpose of Annual General Meeting.

- xi. 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.
- xii. Members can avail of the **nomination facility** in terms of **Section 72** of the Companies Act, 2013 by nominating, in **Form SH-13** and any variation/ cancellation thereof can be made by giving notice in Form SH.14 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-13/14 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.
- xiii. SEBI has decided that securities of listed companies can be transferred only in dematerialised form w.e.f 5th December, 2018. In view of this 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.
- xiv. 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.
- xv. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2017-18, the Company has transferred 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, i.e. **31st October, 2017 and 1st December, 2017**. Details of shares transferred to the IEPF Authority are uploaded on the website of IEPF Authority and the same can be accessed through www.iepf.gov.in.
- xvi. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA or the Company.
- xvii. 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)**.

- xviii. The Members as per the Register of Members, on the cut-off date viz. **Friday, the 14th December, 2018** (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.
- xix. 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.
- xx. 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.
- xxi. The remote E-voting facility will be available during the following period:

Commencement of Remote E-Voting	9.00 A.M. on Tuesday, the 18 th December, 2018
End of Remote E-Voting	5.00 P.M. on Thursday, the 20 th December, 2018

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the **14th December, 2018** (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.

xxii. **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

- Log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders / Members”.
- Now Enter your applicable User ID/ Login Id, as under:-
 - For CDSL:** 16 digits beneficiary ID,
 - 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.

- Thereafter enter the Image Verification code as displayed and Click on “Login” tab.
- 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.
- If you are a first time user, then fill up the following details in the appropriate boxes:

For shareholders holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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).	

- After entering these details appropriately, click on “**SUBMIT**” tab.
- 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 enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i) For Members holding shares in physical form, the details can be used only for 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 14th December, 2018** 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 21st Annual General Meeting of the Company.
- w) In case of any queries, any member who has grievances connected with e-voting, may refer to the Frequently Asked Questions ("FAQs") or e-voting manual available at www.evotingindia.com under help section or **contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (E), Mumbai- 400013. Phone no. 1800 225533 or send an email to helpdesk.evoting@cdslindia.com.**
- x) The Board of Directors of the Company has appointed Shri Shiv Kumar Gupta, M.Com, L.L.B, FCS, Practicing Company Secretary (C.P No. 7343) as Scrutinizer and Shri Milan Malik, Practicing Company Secretary (Membership No. ACS 32559) as Alternate Scrutinizer to scrutinize the remote E-voting and Polling at the ensuing Annual General Meeting in a fair and transparent manner.
- y) The Scrutinizers, after scrutinizing the votes cast at the meeting (Polling) and through remote e-voting will make a consolidated Scrutinizer's Report not later than three days of the conclusion

of the meeting and submit the same to the Chairman or any other Director so authorized who shall declare the results of the voting on the resolutions.

The results declared along with the consolidated Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered & Corporate Office and will also be hosted on the Company's website link <http://www.jalindia.com/results-of-agm.html> as well as of CDSL e-voting website link <https://www.evotingindia.com/noticeResult.jsp>. The results shall also be communicated to the NSE & BSE.

- (xxiii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submitted 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 the Company's Registrar and Transfer Agent. (Letter dated **9th June, 2018** followed by two reminders letters dated **28th August, 2018 & 31st October, 2018** were sent to the members holding shares in physical form to update their details.)
- (xxiv) Members or their respective proxies are requested to:
 - (a) Bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - (b) Note that no gifts/coupons shall be distributed at the Annual General Meeting; and
 - (c) Quote their Folio/Client ID & DP ID No. in all correspondence.
- (xxv) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically

reflected in Company's Records which will help the Company and the Company's Registrar and Transfer Agents – **Alankit Assignments Limited (AAL)** to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL.

(xxvi) Any query relating to Financial Statements or any other items of business set out in the Notice of the Meeting must be sent to the Company's Delhi Office at JA House, 63, Basant Lok, Vasant Vihar, New Delhi - 110 057 so as to reach at least seven days before the date of the Meeting. The envelope may please be superscribed **"AGM QUERIES – Attn.: Shri M.M. Sibbal, Jt. President & Company Secretary.**

(xxvii) (a) The shareholdings and the number of Board Meetings attended during the year by all the Directors in the Company (including those who are being re-appointed) have been disclosed in the report of Corporate Governance.

(b) Information of Directors being re-appointed who are retiring by rotation at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2 is as under:

PARTICULARS OF DIRECTORS RETIRING BY ROTATION

Shri Sunny Gaur

Shri Sunny Gaur, aged about 49 years, is a graduate having 27 years' experience in various aspects of the cement business, including setting up, operation and maintenance of cement plants, finance, accounts and general administration.

Shri Sunny Gaur was appointed on the Board of the Company on 16th January, 1998 and is presently Managing Director (Cement) of the Company.

Presently, he is a Director on the Boards of Madhya Pradesh Jaypee Minerals Limited, Bhilai Jaypee Cement Limited, MP Jaypee Coal Limited, Prayagraj Power Generation Company Limited, MP Jaypee Coal Fields Limited, Himalyaputra Aviation Limited, Jaypee Assam

Cement Limited, Jaypee Healthcare Limited, Kanpur Fertilizers & Cement Limited, Jaypee Infra Ventures Private Limited, Yamuna Expressway Tolling Limited (Formerly Known as Yamuna Expressway Tolling Private Limited & Jaypee Mining Venture Private Limited), Ceekay Estates Private Limited and Indesign Enterprises Private Limited.

He is Chairman of (i) Audit Committee of Himalyaputra Aviation Limited and (ii) Allotment and Share Transfer Committee of Madhya Pradesh Jaypee Minerals Limited and Member of (i) Nomination and Remuneration Committee of Himalyaputra Aviation Limited, Prayagraj Power Generation Company Limited and Madhya Pradesh Jaypee Minerals Limited (ii) Audit Committee of Jaypee Healthcare and MP Jaypee Coal Limited (iii) Finance Committee of Jaypee Healthcare Limited (iv) Corporate Social Responsibility Committee of Jaypee Infra Ventures Private Limited and the Company (v) Risk Management Committee of the Company (vi) Restructuring Committee of the Company and (vii) Stakeholders' Relationship Committee of the Company.

Shri Sunny Gaur holds 238,045 equity shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis. He has drawn ₹ 3.20 Crores during the FY 2017-18 and his proposed remuneration is as per existing terms and conditions.

Shri Sunny Gaur is brother of Shri Manoj Gaur, Executive Chairman & CEO of the Company. He attended 4 Board meetings against 5 held during financial year 2017-18.

STATEMENT ANNEXED TO THE NOTICE

Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts

Item No. 3:

RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS:

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of **M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 2890)** to conduct the audit of the cost records of Company's applicable business such as Cement, Construction,

Electricity, Real Estate Development, etc. for the Financial Year 2018-19 at a remuneration as mentioned in the Resolution.

In accordance with the provisions of **Section 148(3)** of the Act read with the Companies (Audit and Auditors) Rules, 2014 & Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for ratification of the remuneration of the Cost Auditors for the Financial Year 2018-19.

None of the Directors, Key Managerial Personnel of the Company and their relatives, may be deemed to be concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the Members as an **Ordinary Resolution**.

Item No. 4:

APPOINTMENT OF SHRI JAIPRAKASH GAUR AS DIRECTOR

Based on the recommendation of the Nomination & Remuneration Committee, Shri Jaiprakash Gaur was appointed as an Additional Director on the Board of the Company with effect from 19th May, 2018 to hold office upto the date of the Annual General Meeting.

Shri Jaiprakash Gaur is Hon'ble Founder Chairman of 'Jaypee Group' which is infrastructure conglomerate of the country who has guided the Jaypee Group in all aspects of its operations.

Shri Jaiprakash Gaur, 87 years, did Civil Engineering from University of Roorkee (now Indian Institute of Technology, Roorkee). He has vast experience of over 64 years in civil engineering construction, cement, real estate and power. He is the main architect for the growth of Jaypee Group of Companies.

Presently he is Executive Chairman on the Board of Jaypee Infra Ventures Private Limited and Director on the Board of Jaypee Development Corporation Limited, Prayagraj Power Generation Company Limited, Jaypee Ganga Infrastructure Corporation Limited, Ceekay Estates Private Limited, and Jaypee Jan Sewa Sansthan (Company Limited by Shares Not for Profit under Section 25 of the Companies Act, 1956). He does not hold any committee membership.

Shri Manoj Gaur, Executive Chairman and Shri Sunny Gaur, Managing Director on the Board of the Company are related to Shri Jaiprakash Gaur as his sons.

Shri Jaiprakash Gaur holds 38,924 Equity shares in the Company.

Except Shri Manoj Gaur, Shri Sunny Gaur, Directors and Shri Jaiprakash Gaur, being the appointee, none of the Directors and Key Managerial Personnel and their relatives, may be deemed to be concerned or interested, financially or otherwise, in the said Resolution.

The Board commends the Resolution for approval of the Members as a Special Resolution.

Item No. 5 to 10

CONTINUATION OF THE DIRECTORSHIP OF NON-EXECUTIVE DIRECTOR/ INDEPENDENT DIRECTORS WHO HAVE/ WILL ATTAIN THE AGE OF SEVENTY FIVE YEARS DURING THEIR CURRENT TENURE.

Regulation 17(1A) introduced vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 reads as under:

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

The above provisions shall be effective from 1st April, 2019.

As the Members are aware that in the 20th Annual General Meeting (AGM) held on 23rd September, 2017, the members had inter-alia approved re-appointment of Shri Raj Narain Bhardwaj, Shri Basant Kumar Goswami, Shri Kailash Nath Bhandari, Shri Chandra Prakash Jain and Shri Satish Charan Kumar Patne as Independent Directors for a second term of five consecutive years with effect from 27th September, 2017 and of Shri Tilak Raj Kakkar as an Independent Director for second term of five consecutive years with effect from 12th November, 2017. The profile of the aforesaid Directors, their respective experience and contribution towards the Company was also placed before the Board.

The Independent Directors referred to above have attained/ shall attain the age of seventy five years during their respective term of appointment. In view of the aforesaid amendments introduced by SEBI, the matter was placed before the Board.

The Board of Directors in its meeting held on 19th May 2018, considered the profiles and vast