

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 OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th Annual General Meeting** of the **Members of Jaiprakash Associates Limited** will be held on **Thursday, the 30th September, 2021 at 12.00 Noon by way of Video Conferencing (VC)/Other Audio Visual Means ("OAVM")** to transact the following businesses:

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, 2021** together with the Report of Auditors and the Directors thereon.

2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of Shri Jaiprakash Gaur (DIN-00008085) who retires by rotation and, being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Shri Jaiprakash Gaur (DIN: 00008085), who retire by rotation, be and is hereby re-appointed as the Director of the Company whose term of office shall be determined by retirement of directors by rotation and further considering the fact that Shri Jaiprakash Gaur's age being above 75 years, pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby provided for Shri Jaiprakash Gaur (DIN: 00008085) to continue as Director upon appointment, until the expiry of his term of office as Director of the Company as per provisions of Section 152(6) of the Companies Act, 2013."

Special Business

3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2021-22

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) 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 **Rs. 4,55,000/- (Rupees Four Lakh & 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 000009)** 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 annexed Statement, for the Financial Year 2021-22, be and is hereby approved and 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 M/S. DASS GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including any statutory modification or amendment thereto or re-enactment thereof for the time being in force **M/s Dass Gupta & Associates, Chartered Accountants, New Delhi, Firm Registration No. 000112N with the Institute of Chartered Accountants of India (ICAI)** having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company for four consecutive Financial Year ie. for 2021-22, 2022-23, 2023-24 & 2024-25 to hold office from the conclusion of this meeting till the conclusion of 28th Annual General Meeting to be held in the

calendar year 2025, at a remuneration of Rs.80.00 lacs (including Audit Fee Rs. 70 Lacs, Certification Fee Rs. 3 Lacs, Tax Audit Fee Rs. 7 Lacs) (excluding GST) plus reimbursement of out of pocket expenses.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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

M.M. SIBBAL

Place: New Delhi
Date: 21.06. 2021

Jt. President & Company Secretary
FCS: 3538

NOTES

1. **AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”):**

Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 in continuation to its earlier General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as “**MCA Circulars**”) permitted convening and holding the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM. **The deemed venue for the AGM shall be the Registered Office of the Company.**

2. **Relevant Statement pursuant to Section 102** of the Companies Act, 2013, relating to the Special Business is annexed hereto. The Board of Directors have considered and decided to include the item No. 3 to 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, **THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**

4. **Institutional/ Corporate Members** are requested to send a scanned copy (pdf./ JPEG format) of the Board Resolution authorizing its representative to attend and vote at the AGM, pursuant to Section 113 of the Act, at jal.agm2021@jalindia.co.in with copy to scrutinizer at atyagi53@gmail.com.

5. Since the AGM will be held through VC/OAVM, **the route map** of the venue of the Meeting is not annexed hereto.

6. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the aforesaid mentioned MCA Circulars and SEBI Circular No. SEBI/HO//CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, **Notice of the AGM along with the Annual Report 2020-21 is being sent-only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.** Members may note that the Notice of AGM and Annual Report 2020-21 will also be available on the Company’s website www.jalindia.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively. The Notice of AGM is also available on the website of CDSL at www.evotingindia.com.

7. For receiving all communication (including Annual Report) from the Company electronically:

- Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending a scanned copy of the request letter to the Company with details of folio number share certificate number, complete address, e-mail address & mobile number and attaching a self-attested copy of PAN card, at jal.investor@jalindia.co.in and to info@alankit.com
- Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant.

- c) We urge members to support our commitment to environment protection by choosing to receive their communication through e-mail.

In case of any difficulty / queries in registering the e-mail address, members may write to jal.investor@jalindia.co.in

PROCEDURE FOR INSPECTION OF DOCUMENTS:

8. The register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of Act, the register of contracts of arrangement in which the Directors are interested, maintained under section 189 of the Act, 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. Members seeking to inspect such documents can send an email to jal.agm2021@jalindia.co.in with the subject line "Jaiprakash Associates Limited 24th AGM". However the same will be available electronically for inspection by the members during the AGM. [It will be available at the time of AGM only after login and otherwise through request at email id provided].

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. **Members may join the AGM through Laptops, Smart phones, Tablets or iPads for better experience.** Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the **latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox**. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
10. **Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM.** Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote there-at.
13. Any Member may send his/her request to speak at the AGM for which he/she needs to send request to be registered as a speaker. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. **The Company reserves the right to restrict the number of speakers** depending on the availability of time at the AGM. The Company may, if necessary, also take up views/questions itself instead of allowing him to speak at the AGM.

Members who would like to express their views/ask questions during the AGM have to register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile no. at email id jal.agm2021@jalindia.co.in in advance on or before 25th September, 2021 by 5.00 p.m.

14. Members desiring any additional information on the business of the Company or having any query relating to Financial Statements or any other items of business set out in the Notice of the Meeting must write to **Company's Corporate Office at JA House, 63, Basant Lok, Vasant Vihar, New Delhi – 110057** or send email at jal.agm2021@jalindia.co.in so as to reach at least seven days before the date of the Meeting to enable the management to keep the information ready. Please note that the questions will be answered only if members holds the shares as on the cut-off date and is selected by the management from amongst the members who would send their request to speak at the AGM.
15. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542/43).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

16. The Register of Members and Share Transfer Books will remain closed from **Friday, the 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive)** for the purpose of Annual General Meeting.

17. 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 of shares in electronic form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
18. 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.
19. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April 2019. Accordingly, the Company & Company's RTAs have stopped accepting any fresh requests for transfer of shares in physical form. Members holding shares in physical form are requested to avail of the facility of dematerialization before initiating transfer of shares.

Members holding shares in physical mode are requested to submit their Permanent Account Number (PAN) and bank account details to the Company/ Company's RTA, if not registered with the Company/ Company's RTA, as mandated by SEBI, by writing to the Company at jal.investor@jalindia.co.in or along with the details of Name & Folio no., self-attested copy of PAN card, self-attested scanned copy of Aadhaar Card/ Passport/ Driving Licence / Election Identity Card, bank details viz name of the Bank and branch address, Bank account number. IFSC & MICR details and a cancelled cheque and also further advised to register nomination in respect of their shareholding in the Company.
20. 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. 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, as amended.
21. 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 have to be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2020-21, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed on 22nd October, 2020 & 30th October, 2020 (For Final Dividend of FY 2012-13).
22. The members whose dividend/ shares are transferred to the IEPF Authority can now claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>. In case the members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
23. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars dated January 13, 2021 in continuation to circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to members facility to cast their vote electronically through remote e-voting (electronic voting from a place other than venue of AGM) as well as the e-voting at the time of AGM by Central Depository Services (India) Limited (CDSL).
24. The members, as per the Register of members, on the cut-off-date viz. Thursday, 23rd September, 2021 (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.
25. 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 e-vote again at the time of AGM.
26. The remote E-voting facility will be available during the following period:

Commencement of Remote E-Voting	9.00 AM on Monday, the 27th September, 2021
End of Remote E-Voting	5.00 PM on Wednesday, the 29th September, 2021

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date 23rd September, 2021, the (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.

27. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update the details of their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
1) Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding Securities in Demat form
- a) The shareholders should 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:

For shareholders holding shares in Demat Form other than individual shareholders.	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 (mentioned in email) in the PAN field.
	<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 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) Members can also cast their votes using CDSL's mobile app m-Voting. 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 MEMBERS 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 "Corporate". 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 using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

- iv. The list of accounts linked in the login 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email id atyagi53@gmail.com and to the Company at the email address viz; jal.agm2021@jalindia.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 23rd September, 2021, 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) Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the date of the 24th Annual General Meeting of the Company.

INSTRUCTIONS FOR MEMBERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:-

- u) The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- v) The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- w) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the

meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- y) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
28. The Board of Directors of the Company has appointed CS Ashok Tyagi, FCS, Practising Company Secretary (COP No. 7322, M. No. F2968) as Scrutinizer and CS Milan Malik, FCS, Practising Company Secretary (COP No. 16614, M. No. FCS9888) as Alternate Scrutinizer, to scrutinize the entire E-voting process for ensuing Annual General Meeting in a fair and transparent manner.
29. The Scrutinizers, after scrutinizing will make a 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 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/statutorycomm.html> as well as of CDSL e-voting website link <https://www.evotingindia.com/noticeResults.jsp>. The results shall also be communicated to the NSE & BSE.
30. 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 Alankit Assignments Limited, RTA.
31. 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.
 - (a) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives except as indicated in the respective items.
 - (b) Information of Director being re-appointed who is retiring by rotation at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulation, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2 is as under:

PARTICULARS OF DIRECTOR RETIRING BY ROTATION

Particulars of Shri Jaiprakash Gaur (DIN: 00008085) Director liable to retire by rotation are given in the attached statement.

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. 2:

Shri Jaiprakash Gaur (DIN: 00008085), Director, retires by rotation, at the ensuing 24th AGM and being eligible, offers himself for re-appointment.

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, aged 90 years, holds a Diploma in Civil Engineering from University of Roorkee (now Indian Institute of Technology, Roorkee). He has vast experience of over 67 years in civil engineering construction, cement, real estate and power. He is the main architect for the growth of Jaypee Group of Companies.

He is also Executive Chairman of Jaypee Infra Ventures Private Limited and is also on the Board of Mahabhadra Constructions Limited [Formerly known as Jaypee Development Corporation Limited] and Ceekay Estates Private Limited.

Shri Jaiprakash Gaur holds 38,924 equity shares in Jaiprakash Associates Limited.

Shri Jaiprakash Gaur attended one Board Meeting held during the current financial year 2020-2021. Shri Jaiprakash Gaur was paid sitting fee of Rs. 75,000/- during financial year 2020-21.

Shri Manoj Gaur, Executive Chairman on the Board of the Company is related to Shri Jaiprakash Gaur as his son.

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to this effect.

In order to retain his services backed by his rich experience in various fields, the Board of Directors of the Company recommends a shareholders approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Shri Jaiprakash Gaur being appointee and Shri Manoj Gaur, being son of Shri Jaiprakash Gaur, may be deemed to be concerned or interested, financially or otherwise, in this Resolution.

Item No. 3:

RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2021-22:

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 000009) to conduct the audit of the cost records of Company's applicable businesses in Cement, Construction, Electricity and Real Estate for the Financial Year 2021-22 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 members of the Company. Accordingly, the consent of the members is being sought for ratification of the remuneration of the Cost Auditors for the Financial Year 2021-22.

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 M/S. DASS GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY

As the members are aware, at the 20th Annual General Meeting (AGM) held on 23rd September, 2017, M/s. Rajendra K. Goel & Co., Chartered Accountants (Firm Registration No. 001457N with ICAI), were appointed as Statutory Auditors of the Company for a period of five years (i.e. from FY 2017-18 to FY 2021-22) from the conclusion of 20th AGM until the conclusion of 25th AGM. However due to personal circumstances/ circumstances of the firm expressing inability of the firm to justify and ethically conduct the audit M/s. Rajendra K. Goel & Co., vide letter dated 29th January, 2021 submitted their resignation to the Board.

Pursuant to the provisions of Sections 139 other provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendation of the Audit Committee and the members through Postal Ballot Notice dated 15th February, 2021, approved the appointment of M/s. Dass Gupta & Associates, Chartered Accountants (Firm Registration No.000112N) as statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Rajendra K. Goel & Co, to conduct the audit for FY 2020-21 and hold the office till the conclusion of the 24th AGM.

Subsequently the Board of Directors on the recommendation of Audit Committee in its meeting held on 21st June, 2021 approved the appointment of M/s. Dass Gupta & Associates as Statutory Auditors for four consecutive years i.e. for Financial Year 2021-22 to FY 2024-25 (i.e. a total term of five consecutive years including FY 2020-21), which is subject to the approval of the shareholders at 24th AGM. The said appointment shall be pursuant to applicable provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No.CIR/CFD/ CMD/1/114/2019 dated 18th October, 2019.

The brief profile of New Statutory Auditors' firm is as under:-

M/s. Dass Gupta & Associates, Chartered Accountants, is a reputed firm with around 50 years of experience in Audit & other allied assignments of various banks, public sector and private sector organisations. They have requisite infra-structure to execute the assignment and hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants. M/s. Dass Gupta & Associates vide letter dated 30th April, 2021, have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

The Board commends the Resolution for approval of the members by way of an Ordinary Resolution.

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

Place: New Delhi
Date: 21.06. 2021

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