

JAIPRAKASH ASSOCIATES LIMITED

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



NOTICE

To
The Members,

Notice is hereby given that the following Resolutions are circulated for approval of the Members of the Company to be accorded by **Postal Ballot** in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011:

To consider and, if thought fit, to give assent/ dissent to the following Resolutions:

As Special Resolutions :

1. PROVIDE SECURITY/GUARANTEE TO INDUSIND BANK LIMITED, A LENDER OF JAYPEE SPORTS INTERNATIONAL LIMITED (JPSI), A SUBSIDIARY OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of **Section 372A** and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals as may be necessary from the Financial Institutions/Banks, the Board of Directors of the Company be and is hereby authorized to create security by way of Guarantee and extension of exclusive charge over Company's specific property mortgaged and extension of Non-Disposal Agreement over 12 crore equity shares of Jaypee Infratech Limited in favour of IndusInd Bank Limited, a lender of **Jaypee Sports International Limited (JPSI)**, a subsidiary of the Company, as detailed in the Explanatory Statement annexed to the Notice seeking approval of the Members, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/guarantees so far given by the Company along with the proposed creation of security may exceed 60% of the Paid-up Capital and free reserves of the Company or 100% of its free reserves, whichever is more."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution."

2. RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)/ EXTERNAL COMMERCIAL BORROWINGS (ECBs) WITH RIGHTS OF CONVERSION INTO SHARES/ FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)/ AMERICAN DEPOSITORY RECEIPTS (ADRs)/ GLOBAL DEPOSITORY RECEIPTS (GDRs)/ FOLLOW-ON PUBLIC OFFER (FPO)/ OPTIONALLY OR COMPULSORILY CONVERTIBLE REDEEMABLE PREFERENCE SHARES (OCPS/CCPS) ETC. PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956.

"RESOLVED THAT pursuant to the provisions of **Section 81(1A)** and all other applicable provisions, if any, of the Companies Act, 1956 or the Companies Act, 2013, as applicable, and/or Foreign Exchange Management Act,

1999 (including any statutory modification(s) or re-enactment thereof), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India), Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, 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 SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Government of India or any other competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the "Listing Agreement") entered into by the Company with the Stock Exchanges where the Company's Equity Shares of face value of Rs.2/-each (the "Equity Shares") are listed 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 appropriate Authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted, 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), 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 Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of the Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time and/or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise (hereinafter referred to as the "Securities"), 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 "Investors"), whether or not such Investors are members of the Company or not (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/associate company(ies) 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 or prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion 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 the time of such issue and allotment, considering the then prevailing market conditions and other relevant factors wherever necessary, upto an aggregate of **USD 250 MILLION** (i.e. Rs. 1550 Crore approx.) in any foreign currency or in Rupees (inclusive of such premium as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency or currencies, 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 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 ICDR Regulations and such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution.”

“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 at such premium as may be decided by the Board in its absolute discretion, 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 pari- passu with the then existing Equity Shares of the Company in all respects including to dividend.”

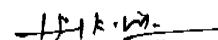
“RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities or instruments or Securities representing or convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such 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 amount on issue/conversion of Securities/ exercise of warrants/redemption of Securities, 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, 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 Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid Resolution.”

By Order of the Board
For **Jaiprakash Associates Limited**



(**HARISH K. VAID**)

Sr. President (Corporate Affairs) &
Company Secretary

NOIDA
December 29, 2013

NOTES:

1. Explanatory Statement and reasons for the proposed special businesses are given hereunder.
2. The Company has appointed **Ms. Sunita Mathur**, F.C.S., Practising Company Secretary as **Scrutinizer** and **Shri Shiv Kumar Gupta**, M.Com., LL.B., F.C.S., Practising Company Secretary as **Alternate Scrutinizer** for the purpose of Postal Ballot exercise.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories **as on Friday, 7th February 2014**.
4. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form (on the Inland) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Inland. Postage will be borne and paid by the Company. However, Inland containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Inland may also be deposited personally at the address given thereon. However the Inland of **the Postal Ballot should reach the Company not later than the close of working hours on Monday, 24th March 2014**. If the ballots are received thereafter they shall be deemed to be not received.
5. The Company is extending its offer of **e-voting facility** as an alternate, **for its Members** to enable them to cast their vote electronically instead of dispatching Postal Ballot. The procedure for the same is as under :
 - i. Open your web browser and log on to the e-voting website **www.evotingindia.com**.
 - ii. Now click on **'Shareholders'**.
 - iii. Now, select the **"Electronic Voting Sequence Number" (EVSN) alongwith "Jaiprakash Associates Limited"** from the drop down menu and click on **"SUBMIT"**.

- iv. Now fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL - 8 character DP ID + 8 digit Client ID. For CDSL - 16 digit Beneficial Owner ID	Registered Folio Number with the Company
Password	Your unique Password has been printed on the Postal Ballot form/e-mail forwarding electronic notice. However, the members who have been allotted their Password earlier by CDSL, may use the same. In case they do not remember such Password, they may go to the option "Forget Password" and proceed.	Enter the Password to be sent by the Company. For seeking the Password, the Members are requested to send a signed request letter informing an e-mail id at which the "Password & Default Number" be sent by the Company. Such request be sent at the Registered Office of the Company.
PAN or Default Number	Enter your 10 digit alpha-numeric Permanent Account Number issued by Income Tax Department.	Enter the Default Number sent to you by the Company (along with the Password) on your email id as provided by you.

- v. After logging in the details of **"User id, Password, PAN or Default Number"**, the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) will reach directly to the voting screen. However, Members holding shares in demat form, who had not changed their password earlier will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. date of birth, mobile number and email id. Kindly remember the changed Password as this can be used for voting on future Postal Ballot resolution(s) for Jaiprakash Associates Limited or any other Company.
- vi. On the voting Page, you will now see Resolution Description and option for voting YES/ NO against each Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- vii. Click on the **Resolution File Link** if you wish to view the complete Postal Ballot Notice.
- viii. Enter the **number of shares** (which represents no. of votes) under each of the headings of the resolution, if you want to vote YES/ NO, but not exceeding your total holding.
- ix. After selecting the list of the resolutions 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.
- x. Once you have voted on a resolution, you will not be allowed to modify your vote.

- xi. You can log in any number of times till you have voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
- xii. **Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.**
- xiii. **In addition to the above, the non-individual members** (like Corporates, FIs, Mutual Funds, Banks, Trusts etc.) who opt for e voting, are also required to submit Board Resolution/Power of Attorney authorising any person to exercise the Voting Power on their behalf alongwith their attested specimen signatures. Scanned copies of such documents are required to be sent to Scrutinizer through e-mail at **"scrutinizer.pb@jalindia.co.in"** with a copy marked to **"helpdesk.evoting@cdslindia.com"**. The file containing the said documents should be named as **"Member's name_140215002"**, e.g., in case of shareholder company **XYZ Ltd.**, the file containing the authorisation documents should be named as **"XYZ Ltd._140215002"**. The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/CDSL before closure of voting, the vote so exercised will be rejected in the system.
- xiv. If you wish to provide feedback on the e-voting system, click on **Suggestions**. In case you have any queries or issues regarding e-voting, please contact on **helpdesk.evoting@cdslindia.com**, or on **jal.postalballot@jalindia.co.in**.

6. **In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognising e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/other sources to the Members. Such Members may exercise their voting electronically as per the procedure given above.**
7. **In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through CDSL, such members may send a request to the Company on "jal.postalballot@jalindia.co.in" for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will despatch the same in physical form to enable the Members to send back the Postal Ballot by Monday, 24th March 2014.**
8. **The result of the Postal Ballot shall be declared by the Chairman, or in his absence by any other person, so authorized by the Chairman on Wednesday, 26th March 2014 at 4.00 P.M. at the Registered Office of the Company at Sector 128, Noida – 201304, U.P. (India) and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the Shareholders had assented to the Resolutions. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.jalindia.com.**

9. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the results of Postal Ballots.
10. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED DECEMBER 29, 2013.

Item 1 :

Jaypee Sports International Limited (JPSI), a subsidiary of your Company (JAL), is developing a green field state-of-the-art sports complex and other related integrated support infrastructure including township(s) for which Company has been allotted land for development of Special Development Zone (SDZ) with sports as core activity by Yamuna Expressway Industrial Development Authority (YEA). The core activities inter-alia include building a Motor Race Track suitable for holding Formula One race (which has already been commissioned and three F1 races have been successfully hosted in October 2011, 2012 & 2013) and setting up a Cricket Stadium of international standard (for which action has already been initiated). The non-core activities planned are group housing, plots, multi storey flats, commercial area, institutional area, roads, open space and other social activities.

JPSI has been sanctioned financial assistance of Rs.250 Crores by IndusInd Bank Limited vide sanction letter no. IBL/C&I/2013-14/JaypeeSports dated December 12, 2013. The main terms and conditions of the said financial assistance include the following:

- (a) Corporate Guarantee of JAL, and
- (b) extension of exclusive charge over JAL's property mortgaged and extension of Non-Disposal Agreement over 12 crore equity shares of Jaypee Infratech Limited (executed in favour of IIB for the term loan of Rs.210 crores granted by IIB to Jaypee Fertilizers & Industries Limited).

A request letter dated November 12, 2013 has been received by JAL from JPSI in this regard. JAL at present holds 92.47% of the total paid-up share capital of JPSI.

In terms of the provisions of the Section 372A of the Companies Act, 1956, providing security/guarantee by the Company for the financial assistance given by the Lenders to other bodies corporate, beyond prescribed limits, requires prior approval of shareholders by way of Special Resolution.

In the circumstances, Members' approval is sought for providing security/ guarantee/undertaking(s) in favour of IndusInd Bank Limited, a lender of JPSI, as detailed above.

None of the Directors except S/Shri Manoj Gaur, Sunil Kumar Sharma, being common Directors of JAL & JPSI; S/Shri SK Jain, Pankaj Gaur, BK Goswami (Directors of JAL) being brothers of S/Shri PK Jain, Sachin Gaur, AK Goswami respectively, (Directors of JPSI), may be deemed to be concerned or interested in the proposed Resolution.

The Board commends the resolution for your approval as a Special Resolution.

Item 2 :

The Members had approved, by passing a special resolution through postal ballot on 14th July 2012, raising of funds upto USD 500 Million (Rs.2800 crore approx), against which the Company has already

raised USD 250 million from: (a) Foreign Currency Convertible Bonds (FCCB-IV) aggregating USD 150 million in September, 2012 and (b) QIP Issue for USD 100 million in February, 2013. The said funds were duly utilised for the stated objects viz. repayment of FCCB-III, capital expenditure, etc.

Thus, out of the total limit of USD 500 million approved to be raised by the shareholders, USD 250 million is yet to be raised. However, since the validity of the shareholders' approval, under the current guidelines in respect of QIP is 12 months, it is proposed to seek fresh approval of the shareholders for the balance USD 250 million.

It is, therefore, proposed to raise funds through best suited securities/instruments including FCCBs, ECBs, QIPs, FPO, ADR, GDR, etc. to meet capital expenditure and long term working capital requirements of the Company.

With a view to meet the Company's requirement of funds for the said purpose, the Board of Directors have decided to raise funds/resources in Indian Rupees or equivalent thereof in any Foreign Currency in one or more tranches to the extent of **USD 250 Million** (i.e. Rs.1550 Crore approx.) through various Domestic/ International options, including FCCBs/ ECBs with conversion into shares/ QIPs/ ADRs/ GDRs/ FPO/ OCPS/CCPS etc., pursuant to Section 81 of the Companies Act, 1956, for the Company's projects, and in terms of the ICDR Regulations as amended.

The said Resolution is also an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s) /offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/international offering will be determined in consultation with the Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Guarantors, Consultants, Advisors, Underwriters and/or such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force.

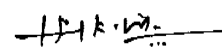
Section 81 of the Companies Act, 1956, *inter-alia*, provides that whenever it is proposed to increase the subscribed capital of the Company by further issue/offer and allotment of shares, such shares shall be offered to the existing Shareholders of the Company in the manner laid down in Section 81 unless the shareholders decide otherwise by a Special Resolution.

Accordingly, the consent of the members is being sought, pursuant to the provisions of the Section 81(1A) and all other applicable provisions of the Companies Act, 1956 or the Companies Act, 2013, as applicable, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges, authorizing the Board to issue Securities, as stated in the resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Securities.

None of the Directors of the Company may be deemed to be concerned or interested in the Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board commends the resolution for your approval as a Special Resolution.

By Order of the Board
For Jaiprakash Associates Limited



(HARISH K. VAID)
Sr. President (Corporate Affairs) &
Company Secretary

NOIDA
December 29, 2013