

Ref: JAL :SEC: 2014

1st October, 2014

BSE Limited

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

The Manager

Listing Department

National Stock Exchange of India Ltd.

"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai -400 051

Dear Sirs,

**Sub: Declaration of Result of Resolutions passed through Postal Ballot on
1st October 2014 (pursuant to Clause 35A of the Listing Agreement)**

This is in furtherance to our letter JAL:SEC:2014 dated 30th August, 2014, enclosing therewith copies of the Postal Ballot Notice dated 10th July 2014 sent to the Members of the Company seeking their approval of the Resolutions listed therein, by Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule No. 22 of the Companies (Management and Administration) Rules, 2014.

Shri Shiv Kumar Gupta, M.Com., LL.B., F.C.S., Practising Company Secretary, Scrutinizer and Shri Vishal Lochan Aggarwal, M.Com., LL.B., A.C.S., Practising Company Secretary, Alternate Scrutinizer, appointed by the Finance Committee of the Board (pursuant to authority delegated to the said Committee by the Board of Directors), have submitted their report dated 30th September 2014 to the Executive Chairman of the Company on the Postal Ballots received from the Members. Based on the report submitted by the Scrutinizers, the Executive Chairman has declared the result of the Resolutions passed through Postal Ballot today i.e. 1st October 2014.

In this regard, we would like to inform you that out of 691 shareholders who participated in the Postal Ballot process, 619 shareholders exercised their right through e-voting facility which was extended by the Company to all its shareholders.

The summary of the Results (Resolution wise) in the format prescribed under Clause 35A of the Listing Agreement is enclosed herewith as **Annexure-A**. This is for your kind information and record please.

Thanking you,

Yours faithfully,

For **JAIPRAKASH ASSOCIATES LIMITED**


(HARISH K. VAID)

Sr. President (Corporate Affairs) &
Company Secretary

Encl : As above.

Corp. & Regd. Office : Sector-128, Noida-201304, Uttar Pradesh (India)
Delhi Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057 (India)
E-mail : For Shareholders : jal.investor@jalindia.co.in
For Fixed Deposits : jalinvestor@jalindia.co.in
Website : www.jalindia.com CIN : L14106UP1995PLC019017

JAIPRAKASH ASSOCIATES LIMITED

Annexure: A

Date of AGM	N.A. (Postal Ballot Result declared on 01.10.2014)
Total number of Shareholders on cut-off i.e. 22nd August, 2014 (Record Date)	5,81,022
Number of Shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter Group• Public	N.A. N.A.
Number of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	N.A. N.A.



Resolution No. 1 :Special Resolution.To give Loans or Guarantees/ provide Securities and make Investment

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters							
A	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
Public	(A)	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
B1	1,022,264,860	299,270,726	29.28%	68,015,526	231,255,200	22.73%	77.27%
B2	412,833,911	1,237,010	0.30%	1,182,690	54,320	95.61%	4.39%
	B = (B1 + B2)	300,507,736	20.94%	69,198,216	231,309,520	23.03%	76.97%
	Total (A + B)	1,292,229,821	53.12%	1,060,920,301	231,309,520	82.10%	17.90%

Resolution No. 2 :Special Resolution.Strength of the Board of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters							
A	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
Public	(A)	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
B1	1,022,264,860	299,876,842	29.33%	296,821,086	3,055,756	98.98%	1.02%
B2	412,833,911	1,230,282	0.30%	1,202,657	27,625	97.75%	2.25%
	B = (B1 + B2)	301,107,124	20.98%	298,023,743	3,083,381	98.98%	1.02%
	Total (A + B)	1,292,829,209	53.15%	1,289,745,828	3,083,381	99.76%	0.24%



Ua

82

Resolution No. 3 :Special Resolution.Reappointment of Shri Sunny Gaur, Managing Director (Cement)

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	267,136,313	26.78%	267,136,313	-	100.00%	0.00%
Public	(A)	997,358,204	267,136,313	26.78%	267,136,313	-	100.00%	0.00%
B1	Public Institutional holders	1,022,264,860	306,279,518	29.96%	305,805,320	474,198	99.85%	0.15%
B2	Public – others	412,833,911	1,242,010	0.30%	1,173,685	68,325	94.50%	5.50%
	B = (B1 + B2)	1,435,098,771	307,521,528	21.43%	306,979,005	542,523	99.82%	0.18%
	Total (A + B)	2,432,456,975	574,657,841	23.62%	574,115,318	542,523	99.91%	0.09%

Resolution No. 4 :Ordinary Resolution.Approval of remuneration of the Cost Auditor for the Financial Year 2014-15

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
Public	(A)	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
B1	Public Institutional holders	1,022,264,860	326,647,755	31.95%	326,451,474	196,281	99.94%	0.06%
B2	Public – others	412,833,911	1,229,207	0.30%	1,206,521	22,686	98.15%	1.85%
	B = (B1 + B2)	1,435,098,771	327,876,962	22.85%	327,657,995	218,967	99.93%	0.07%
	Total (A + B)	2,432,456,975	1,319,599,047	54.25%	1,319,380,080	218,967	99.98%	0.02%



Uca

GA

Resolution No. 5 :Ordinary Resolution.Appointment of Shri Shiva Dixit as a Whole-time Director

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters							
A	997,358,204	267,819,990	26.85%	267,819,990	-	100.00%	0.00%
Public	(A) 997,358,204	267,819,990	26.85%	267,819,990	-	100.00%	0.00%
B1	1,022,264,860	326,647,755	31.95%	326,173,557	474,198	99.85%	0.15%
B2	412,833,911	1,240,900	0.30%	1,168,004	72,896	94.13%	5.87%
	B = (B1 + B2) 1,435,098,771	327,888,655	22.85%	327,341,561	547,094	99.83%	0.17%
	Total (A + B) 2,432,456,975	595,708,645	24.49%	595,161,551	547,094	99.91%	0.09%

Resolution No. 6 :Ordinary Resolution.Re-appointment of Shri Sunil Kumar Sharma, Executive Vice Chairman

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters							
A	997,358,204	267,756,568	26.85%	267,756,568	-	100.00%	0.00%
Public	(A) 997,358,204	267,756,568	26.85%	267,756,568	-	100.00%	0.00%
B1	1,022,264,860	307,226,842	30.05%	306,752,644	474,198	99.85%	0.15%
B2	412,833,911	1,241,400	0.30%	1,165,078	76,322	93.85%	6.15%
	B = (B1 + B2) 1,435,098,771	308,468,242	21.49%	307,917,722	550,520	99.82%	0.18%
	Total (A + B) 2,432,456,975	576,224,810	23.69%	575,674,290	550,520	99.90%	0.10%



Handwritten signature in blue ink.

Handwritten initials 'Uea' in blue ink.

Resolution No. 7 :Ordinary Resolution.Re-appointment of Shri Pankaj Gaur, Jt. Managing Director (Construction)

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	267,143,188	26.79%	267,143,188	-	100.00%	0.00%
Public	(A)	997,358,204	267,143,188	26.79%	267,143,188	-	100.00%	0.00%
B1	Public Institutional holders	1,022,264,860	307,226,842	30.05%	306,752,644	474,198	99.85%	0.15%
B2	Public - others	412,833,911	1,242,200	0.30%	1,168,415	73,785	94.06%	5.94%
	B = (B1 + B2)	1,435,098,771	308,469,042	21.49%	307,921,059	547,983	99.82%	0.18%
	Total (A + B)	2,432,456,975	575,612,230	23.66%	575,064,247	547,983	99.90%	0.10%



Coa

51

30th September 2014

The Executive Chairman,
Jaiprakash Associates Limited,
Sector 128, NOIDA - 201304, U.P.

Dear Sir,

REPORT OF THE SCRUTINIZER AND ALTERNATE SCRUTINIZER RELATING TO THE PASSING OF RESOLUTIONS BY POSTAL BALLOT IN TERMS OF THE PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE NO. 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR POSTAL BALLOT DATED 10TH JULY 2014.

The Board of Directors of Jaiprakash Associates Limited (hereinafter referred to as the 'Company') had authorized Finance Committee on **27th May, 2014** to approve the draft notice of postal ballot to be sent to shareholders, to appoint scrutinizers and fix their remuneration, to delegate authority to such Director/Officials of the Company as it may consider necessary and to settle all questions or difficulties that may arise in the postal ballot process in terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule No. 22 of the Companies (Management and Administration) Rules, 2014. The Finance Committee had at its meeting held on **10th July 2014** appointed us as Scrutinizers to conduct postal ballot process in a fair and transparent manner for passing of certain Resolutions by means of Postal Ballot as per the draft notice approved by it.

The approved Notice of Postal Ballot contained the following Resolutions to be passed by Members of the Company:

Special Resolutions	(1) To Give Loans or Guarantees/Provide Securities and make Investment. (2) Strength of the Board of the Company (3) Re-Appointment of Shri Sunny Gaur, Managing Director (Cement)
Ordinary Resolutions	(4) Approval of remuneration of the Cost Auditor for the financial year 2014-15 (5) Appointment of Shri Shiva Dixit as a Whole-time Director (6) Re-appointment of Shri Sunil Kumar Sharma, Executive Vice-Chairman (7) Re-appointment of Shri Pankaj Gaur, Jt. Managing Director (Construction)

Ue

G

Pursuant to the authority given by the Finance Committee, as mentioned above, the issue and dispatch of the **Notice dated 10th July 2014** (the Notice) to the Members of the Company, whose names appeared in the Register of Members as well as to the Beneficiaries, as per the BO Data provided by the Depositories, as on **22nd August, 2014**, was completed on **30th August 2014** (through post/ electronically) alongwith the ballot paper form (on inland letter, in case of post), where postage was payable by the Company. The proof of dispatch alongwith a certificate issued by the mailing agency as proof of dispatch of Postal Ballot notices electronically were perused by us which were in compliance with the requirements of Rule No.22 of the Companies (Management and Administration) Rules, 2014.

A copy of the said Postal Ballot Notice containing the Resolutions, seeking the assent or dissent of the members and the statement annexed thereto, containing, inter-alia, the reasons for the proposed resolutions is enclosed as **Annexure- I** hereto.

In our opinion, the contents of the said Notice containing the Resolutions and the Statement annexed to the notice (being explanatory statement & reasons for the proposed resolutions), the Postal Ballot form, the process of voting (physical voting as well as electronic voting) and instructions to shareholders given therein are in order and are in compliance with the requirements of Section 110 of the Companies Act, 2013, read with Rule No. 22 of the Companies (Management and Administration) Rules, 2014. The necessary requirements as given in Rule 22 including pertaining to mode of dispatch of notice, publication of advertisement in newspapers, etc. were also complied with.

The physical Postal Ballots received by the Company by post/courier/by hand were kept in ballot boxes in safe custody.

The e-voting has taken place through the website of CDSL i.e. www.evotingindia.com. The details of e-voting have been duly received from CDSL. The Board Resolution/ Power of Attorney pertaining to e-voting by corporate members, giving authority to vote on behalf of the corporate member, were also received by us through e-mail from CDSL or downloaded from CDSL's website.

For the purpose of verification of the Postal Ballots received, we had a discussion on **12th September 2014** with Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary, one of the persons authorized by the Board for completion of the Postal Ballot process. In the meeting we had laid down the procedure to be adopted by us for verification of the Postal Ballots received.

Pursuant to the procedure laid down by us in the said meeting, the physical Postal Ballots were duly opened, verified & recorded and we considered all the Postal Ballots received **till 6.00 P.M. on 29th September, 2014** i.e. the close of the working hours of the 'Last Date of receipt of ballot forms', for the

lea



purpose of ascertaining the results in terms of the procedure laid down by us for Processing, Counting and Verification of Postal Ballots.

We have scrutinized all the Postal Ballots received from the shareholders till close of the working/voting hours of last date of receipt of postal ballot forms. It was ensured that if a shareholder, who was a related party pertaining to any resolution, had voted for that resolution, his vote has been considered as invalid for that resolution.

After our scrutiny, the summary of postal ballots and the results have been given in the statements annexed hereto as **Annexure-II, III & IV**.

No shareholder has cast his votes both through physical ballots as well as through e-voting.

In brief, the results on the resolutions contained in the Notice dated **10th July 2014** are as under:

Resolution 1 (Special)	Votes cast in favour 82.10%	Votes cast in favour are more than 3 times the votes cast against the Resolution
	Votes cast against 17.90%	
Resolution 2 (Special)	Votes cast in favour 99.76%	Votes cast in favour are more than 3 times the votes cast against the Resolution
	Votes cast against 0.24%	
Resolution 3 (Special)	Votes cast in favour 99.91%	Votes cast in favour are more than 3 times the votes cast against the Resolution
	Votes cast against 0.09%	
Resolution 4 (Ordinary)	Votes cast in favour 99.98%	Votes cast in favour are more than the votes cast against the Resolution
	Votes cast against 0.02%	
Resolution 5 (Ordinary)	Votes cast in favour 99.91%	Votes cast in favour are more than the votes cast against the Resolution
	Votes cast against 0.09%	
Resolution 6 (Ordinary)	Votes cast in favour 99.90%	Votes cast in favour are more than the votes cast against the Resolution
	Votes cast against 0.10%	
Resolution 7 (Ordinary)	Votes cast in favour 99.90%	Votes cast in favour are more than the votes cast against the Resolution
	Votes cast against 0.10%	

The register of Postal Ballots received till the close of the working hours of last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and Mode of voting (physical or e-vote or both where physical prevailed) in respect of the Resolution(s) has been maintained in electronic form on computer.

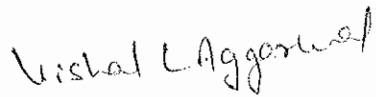
Ca

6

We will return to you the Register, Ballot Papers, computerised records of the assents/dissents received from shareholders and other related documents on **4th October 2014**.

Thanking you,

Yours faithfully,



(VISHAL LOCHAN AGGARWAL)
Alternate Scrutinizer



(SHIV KUMAR GUPTA)
Scrutinizer

Place: NOIDA

Date : 30th September 2014

Encl: As above.

JAIPRAKASH
ASSOCIATES LIMITED



CIN : L14106UP1995PLC019017

Registered Office: Sector 128, Noida – 201 304, U.P. (India)
Telephone: +91 (120) 4609000, 2470800 Fax : +91 (120) 4609464, 4609496
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 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014:

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

As Special Resolutions:

1. TO GIVE LOANS OR GUARANTEES/PROVIDE SECURITIES AND MAKE INVESTMENT

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approvals as may be necessary from the Public Financial Institutions, the Board of Directors of the Company be and is hereby authorized to give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person or to acquire by way of subscription, purchase or otherwise, the securities of other body corporate upto an aggregate limit of ₹ 40,000 Crores (Rupees Forty Thousand Crores only), at any one point of time, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/guarantees so far given by the Company alongwith the loans/guarantees or security or investments that might be made from time to time exceed 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, 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 to 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. STRENGTH OF THE BOARD OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to increase the number of Directors on the Board of the Company to a maximum of 20 Directors."

3. RE-APPOINTMENT OF SHRI SUNNY GAUR, MANAGING DIRECTOR (CEMENT)

"RESOLVED THAT pursuant to Sections 188, 196, 197 and 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Sunny Gaur (DIN 00008293)** as Whole-time Director designated as **Managing Director (Cement)** of the Company for a further period of five years with effect from December 31, 2014 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Sunny Gaur notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013."

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

As Ordinary Resolutions

4. APPROVAL OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2014-15

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 2890) appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, as detailed in the Explanatory Statement, for the financial year ending March 31, 2015, be paid a remuneration of ₹ 7,60,000/- plus Service Tax and reimbursement of out of pocket expenses."

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

5. APPOINTMENT OF SHRI SHIVA DIXIT AS A WHOLE-TIME DIRECTOR

"RESOLVED THAT pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the appointment of **Shri Shiva Dixit (DIN 00227844)** as Whole-time Director of the Company for a period of five years with effect from May 27, 2014 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Shiva Dixit notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director,

the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013."

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

6. RE-APPOINTMENT OF SHRI SUNIL KUMAR SHARMA, EXECUTIVE VICE CHAIRMAN

"RESOLVED THAT pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Sunil Kumar Sharma (DIN 00008125)** as Whole-time Director designated as Executive Vice Chairman of the Company for a further period of five years with effect from March 18, 2014 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Sunil Kumar Sharma notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013."

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

7. RE-APPOINTMENT OF SHRI PANKAJ GAUR, JT. MANAGING DIRECTOR (CONSTRUCTION)

"RESOLVED THAT pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Pankaj Gaur (DIN 00008419)** as Whole-time Director designated as **Jt. Managing Director (Construction)** of the Company for a further period of five years with effect from July 1, 2014 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Pankaj Gaur notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013."

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

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

(HARISH K. VAID)

NOIDA
July 10, 2014

Sr. President (Corporate Affairs) &
Company Secretary

NOTES:

1. A Statement setting out the material facts concerning each item of proposed special businesses pursuant to Section 102 read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Company has appointed **Shri Shiv Kumar Gupta, M.Com., LL.B., F.C.S., Practising Company Secretary as Scrutinizer** and **Shri Vishal Lochan Aggarwal, M.Com., A.C.S., LL.B., 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 22nd August, 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 cover will be borne and paid by the Company. However, Inland postage cover 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 postage cover of **the Postal Ballot should reach the Company not later than the close of working hours on Monday, the 29th September, 2014.** If the ballots are received thereafter they shall be deemed to be not received.
5. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014, the Company is extending its offer of e-voting as an alternative, for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The procedure and instructions for e-voting are as follows:
 - (i) Log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "shareholders" tab.
 - (iii) Now Enter your applicable User ID, as under:-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification code as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any

company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

Fill up the following details in the appropriate boxes:

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> <p>* 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 digit (from the right hand side) CDSL/ NSDL client id / folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number after the first two characters of the name in CAPITAL LETTERS Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>#Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date ie. 22nd August, 2014 in the Dividend Bank details field.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN "140828090" of "Jaiprakash Associates Limited"**.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- D. 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.
- E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The e-voting commences on 31st August, 2014 (IST 9.00 A.M.) and ends on 29th September, 2014 (IST 6.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/ record date i.e. August 22, 2014 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (i.e. the Record Date). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (xix) 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.
8. 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 members, 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.
9. 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 Form 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, the 29th September, 2014.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /e-voting will be final.
12. The result of the e-voting and Postal Ballot Forms shall be aggregated and declared by the Chairman, or in his absence by any other person, so authorized by the Chairman on **Wednesday, 1st October, 2014 at 11.00 A.M.** at the Registered Office of the Company at **Sector 128, Noida – 201 304, 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 members 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.
13. A copy each of the documents referred to in the accompanying 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.
14. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
- STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED JULY 10, 2014 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**
- Item 1**
- To give Loans or Guarantees/ provide Securities and make Investments**
- The Company is required from time to time to give loans/ guarantees or provide securities in connection with a loan, to/on behalf of any Subsidiary/ Associate Companies to the banks/financial institutions etc. In order to meet their fund requirements/ conditions of Lenders relating to the financial assistance provided by them.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a general approval of shareholders of the Company can be obtained instead of case to case basis, to give any loan/guarantee or to provide security in connection with a loan or to acquire (by way of subscription, purchase or otherwise) the securities of any other body corporate if it exceeds 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.

Accordingly, it is proposed to take a general approval of shareholders of the Company to give any loan/guarantee or to provide security in connection with a loan or to acquire (by way of subscription, purchase or otherwise) the securities of any subsidiary/joint venture/associate company of the Company or to any person to the extent of maximum ₹ 40,000 Crores, as against the present limit of ₹ 35,000 Crores, notwithstanding that fact that it exceeded 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.

In respect of the powers conferred on the Board under this resolution, as required under sub-section (4) of section 186 of the Companies Act, 2013, the requisite information would be given in the financial statements relating to the period in which this power is exercised.

None of the Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution except the Directors who are also the Directors of the companies to whom loan/ guarantee/ security/ investment might be given/ made in future, to the extent of their shareholding as members.

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

Item 2

Strength of the Board of the Company

As per existing Article 128(1) of the Articles of Association (AoA) of the Company, subject to Article 154, the number of Directors shall not be more than 20 including the Special Directors referred to in Article 129(a), the Ex-officio Director referred to in Article 129(c) and the Debenture Directors referred to in Article 130.

The Company being a diversified Company engaged in various lines of businesses, presently has a Board of 16 Directors.

As per Section 149(1) of the Companies Act, 2013 notified on April 1, 2014, every company shall have

a Board of Directors consisting of a maximum of 15 Directors. However, the first proviso to Section 149(1) of the Companies Act, 2013, permits a company to appoint more than 15 Directors after obtaining shareholders approval by way of a Special Resolution within a period of one year from the date of commencement of the provisions of this Section.

In the circumstances, Members' approval by way of a Special Resolution is sought in terms of Section 149(1) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP) and their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution.

Your Directors commend the Resolution for your approval as a Special Resolution.

Item 4

Approval of remuneration of the Cost Auditor

The Board, on the recommendation 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 'Cement' and 'Construction' businesses of the Company for the financial year ending March 31, 2015 at a remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) 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 ending March 31, 2015.

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

The Board commends the resolution for your approval as an Ordinary Resolution.

Item 3 & 5 to 7

Appointment of Whole-Time Directors

Considering the recommendations of the Remuneration Committee/ Nomination & Remuneration Committee, the Board of Directors, in their meetings held on February 10, 2014 and May 27, 2014 have approved the re-appointment of Shri Sunil Kumar Sharma, Executive Vice Chairman, Shri Sunny Gaur, Managing Director (Cement) and Shri Pankaj Gaur, Jt. Managing Director (Construction) on their current terms including remuneration, and the appointment of Shri Shiva Dixit as Whole-time Director of the Company as per the details given below:

S No.	Name & Designation	Date of Board approval	Tenure of appointment / re-appointment	Remuneration
1.	Shri Sunil Kumar Sharma, Executive Vice Chairman	10.02.2014	Five years from 18.03.2014.	Basic Salary: Rs. 18,00,000/- per month in the Pay Scale of Rs. 10,00,000 – 1,00,000 – 15,00,000 – 150,000 – 22,50,000 – 2,25,000 – 33,75,000 with annual increment on April 1 every Year starting from 01-04-2014.
2.	Shri Sunny Gaur, Managing Director (Cement)	27.05.2014	Five years from 31.12.2014.	Basic Salary: Rs. 10,80,000/- per month in the Pay Scale of Rs. 4,00,000 – 40,000 – 6,00,000 – 60,000 – 9,00,000 – 90,000 – 13,50,000 with annual increment on April 1 every year starting from 01-04-2015.
3.	Shri Pankaj Gaur, Jt. Managing Director (Construction)	27.05.2014	Five years from 01.07.2014.	Basic Salary: Rs. 9,45,000/- per month in the Pay Scale of Rs. 3,50,000 – 35,000 – 5,25,000 – 52,500 – 7,87,500 – 78,750 – 11,81,250 with annual increment on April 1 every year starting from 01-04-2015.
4.	Shri Shiva Dixit as Whole-time Director	27.05.2014	Five years from 27.05.2014.	Basic Salary: Rs. 3,00,000/- per month in the Pay Scale of Rs. 3,00,000 – 30,000 – 4,50,000 – 45,000 – 6,75,000 – 67,500 – 10,12,500 with annual increment on April 1 every year starting from 01-04-2015.

Perquisites

Besides the above salary, they shall be entitled to perquisites which may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure etc.

Perquisites save and except the following, would be restricted to an amount equal to the annual salary:

- (i) Contribution to provided fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service;
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

The Executive Chairman of the Company shall have the authority to fix their inter se ceilings / limits of various perquisites given to them.

In the event of absence or inadequacy of profit in any year during the tenure of their appointment, the aforesaid remuneration will be paid as the minimum remuneration, in accordance with the provisions of Schedule V of the Companies Act, 2013.

Brief resume of each of the above mentioned appointees is given below:

- (a) **Shri Sunny Gaur**, 45, is a graduate and has over 24 years of experience in the Cement business and varied areas of Finance, Accounts and General Administration. Shri Sunny Gaur is associated with many companies in the Jaypee group, including serving as the Managing Director of Madhya Pradesh Jaypee Minerals Limited, and as a Director of Bokaro Jaypee Cement Ltd., Bhilai Jaypee Cement Ltd., Himalyaputra Aviation Ltd., Jaypee Assam Cement Ltd., Jaypee Agra Vikas Ltd., Prayagraj Power Generation Company Ltd., MP Jaypee Coal Ltd., MP Jaypee Coal Fields Ltd., Jaiprakash Agri Initiatives Company Ltd., Jaypee Healthcare Ltd., Jaypee Cement Cricket (India) Ltd., Kanpur Fertilizers & Cement Ltd., Jaypee Mining Venture Pvt. Ltd., Jaypee Infra Ventures (A Pvt. Company with Unlimited Liability), Ceekay Estates Private Ltd. and indesign Enterprises Pvt. Ltd.

He is the Chairman of the Share Allotment and Share Transfer Committee of Madhya Pradesh Jaypee Minerals Ltd. and a Member of (i) Audit Committee of Madhya Pradesh Jaypee Minerals Ltd., Prayagraj Power Generation Company Ltd. and MP Jaypee Coal Ltd., (ii) Corporate Social Responsibility Committee of the Company and (iii) Restructuring Committee of the Company.

- (b) **Shri Shiva Dixit**, 31, is an Engineering Graduate and an MBA from IIM, Ahmedabad and has around 8 years of experience in Marketing & Finance.

Shri Dixit was appointed as an Additional Director/ Whole-time Director of the Company w.e.f. May 27, 2014, keeping in view his qualifications and his leadership qualities supported by his experience.

He currently serves on the Board of Directors of Bhilai Jaypee Cement Limited, RPJ Minerals Private limited, Dixit Holding Private Limited and iValue Advisors Private Limited.

- (c) **Shri Sunil Kumar Sharma**, 55, holds a Bachelor's degree in Science and has over 35 years' experience in the Engineering and Construction industry. He was appointed as Executive Vice Chairman of the Company w.e.f. December 27, 2006. He was again reappointed as the Executive Vice Chairman for a further period of 5 years w.e.f. March 18, 2009. Shri Sharma is responsible for overseeing the engineering construction contracts of the Company in India and Bhutan.

He is also the Vice - Chairman & Chief Executive Officer of Jaiprakash Power Ventures Ltd. and Vice-Chairman of Jaypee Infratech Ltd. & Jaypee Sports International Ltd. He is the Chairman of Himalyan Expressway Ltd., Jaypee Fertilizers & Industries Ltd. and Jaypee International Logistics Company Pvt. Ltd. He is also a Director on the Boards of Himachal Karcham Power Company Ltd., Himachal Baspa Power Company Ltd., Jaypee Powergrid Ltd., Sangam Power Generation Company Ltd., Prayagraj Power Generation Company Ltd., Jaypee Arunachal Power Ltd., Jaypee Healthcare Ltd., Jaypee Infra Ventures (A Pvt. Company with Unlimited Liability) and Indesign Enterprises Pvt. Ltd.

He is Chairman of (i) Audit Committee of Himalyan Expressway Ltd., Prayagraj Power Generation Company Ltd. and Jaypee Arunachal Power Ltd. and (ii) Shareholder's Investor Grievance, Share Allotment and Share Transfer Committee of Jaypee Infratech Ltd. and Jaypee Sports International Ltd. Further, he is also a Member of Stakeholders Relationship Committee and Finance Committee of the Company.

- (d) **Shri Pankaj Gaur**, 43, holds a bachelor's degree in Instrumentation Engineering and has over 21 years of experience. As a Director, his responsibilities also include supervision of the Tala hydroelectric power project and other construction projects of the Company in Bhutan. He is associated with many companies in the Jaypee group, which includes serving as the Managing Director of Jaypee Arunachal Power Limited and as a Director of Sangam Power Generation Company Limited, Jaypee Cement Corporation Limited, Jaypee Meghalaya Power Limited, Andhra Cements Limited, Jaypee Assam Cement Limited and Jaypee Infra Ventures (A Pvt. Company with Unlimited Liability).

He is the Chairman of Audit Committee of Jaypee Cement Corporation Ltd. and a Member of Risk Management Committee & Corporate Social Responsibility Committee of the Company.

The Board considers that their respective appointments are in the best interest of the Company.

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 the resolutions except (i) the appointees themselves for their respective appointments and (ii) Shri Manoj Gaur, Executive Chairman & CEO, being the brother of Shri Sunny Gaur, who may be deemed to be concerned or interested in the resolution pertaining to appointment of Shri Sunny Gaur.

The related parties relevant to each of the proposed appointments shall not vote on the respective item.

The Board commends the resolutions for your approval for (i) re-appointment of Shri Sunny Gaur, being a related party appointment, as a Special Resolution, (ii) re-appointment of Shri Sunil Kumar Sharma and Shri Pankaj Gaur as Ordinary Resolutions and (iii) appointment of Shri Shiva Dixit as Ordinary Resolution.

By Order of the Board
For Jaiprakash Associates Limited

(HARISH K. VAID)

Sr. President (Corporate Affairs) &
Company Secretary

NOIDA
July 10, 2014

JAIPRAKASH ASSOCIATES LIMITED
SUMMARY OF POSTAL BALLOTS RECEIVED PURSUANT TO NOTICE DATED 10th JULY 2014)

Annexure II
 (Based on PHYSICAL * E-VOTING)

S/No.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3		RESOLUTION No. 4		RESOLUTION No. 5		RESOLUTION No. 6		RESOLUTION No. 7	
		No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares
1	Total ballots despatched	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975
2	Total ballots received	691	1,319,612,800	691	1,319,612,800	691	1,319,612,800	691	1,319,612,800	691	1,319,612,800	691	1,319,612,800	691	1,319,612,800
3	%age 2 over 1	0.12	54.25	0.12	54.25	0.12	54.25	0.12	54.25	0.12	54.25	0.12	54.25	0.12	54.25
4	Total invalid ballots *	1	150	1	150	12	724,585,922	1	150	5	723,902,245	7	723,965,667	6	724,579,047
5	Votes not cast in the partially exercised ballots **	15	27,382,829	15	26,783,441	15	20,369,037	4	13,603	3	1,910	13	19,422,323	12	19,421,523
5A	Total Valid [Ballots = 2-4] [Votes = 2-4-5]	690	1,292,229,821	690	1,292,829,209	679	574,657,841	690	1,319,599,047	686	595,708,645	684	576,224,810	685	575,612,230
6	Total valid votes cast (FULLY)	675	1,292,229,821	675	1,292,829,034	684	574,657,841	686	1,319,599,047	683	595,708,645	671	576,224,810	673	575,612,230
7	Total valid votes cast (PARTIALLY)	15	-	15	175	15	-	4	-	3	-	13	-	12	-
8	Total valid votes cast (6+7)	690	1,292,229,821	690	1,292,829,209	679	574,657,841	690	1,319,599,047	686	595,708,645	684	576,224,810	685	575,612,230
9	Total votes cast in favour of resolution		1,060,920,301		1,289,745,828		574,115,318		1,319,380,080		595,161,551		576,674,290		575,064,247
10	Total votes cast against the resolution		231,309,520		3,083,381		542,523		218,967		547,094		550,520		547,983
11	%age of valid votes in favour of resolution		82.10		99.76		99.91		99.98		99.91		99.90		99.90
12	%age of valid votes against the resolution		17.90		0.24		0.09		0.02		0.09		0.10		0.10

* Invalid votes include votes rejected on account of signature of shareholder not matching with the available specimen, shareholders not having signed, absence of valid authorisation to vote, shareholder being a related party, etc.

**These includes ballots, in respect of such cases where the members have voted 'for' as well as 'against' the resolution by splitting their total votes or by part voting such that part of votes have been voted for/against and balance have not been voted. In such cases the value of votes not cast has been treated as invalid.

Ve

Bv

JAIPRAKASH ASSOCIATES LIMITED
SUMMARY OF POSTAL BALLOTS (RECEIVED PURSUANT TO NOTICE DATED 10th JULY 2014)

(Based on PHYSICAL ballots received)
 Annexure II (A)

SINO.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3		RESOLUTION No. 4		RESOLUTION No. 5		RESOLUTION No. 6		RESOLUTION No. 7	
		No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares
1	Total ballots despatched	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975
2	Total ballots received	72	50,415,496	72	50,415,496	72	50,415,496	72	50,415,496	72	50,415,496	72	50,415,496	72	50,415,496
3	%age 2 over 1	0.01	2.07	0.01	2.07	0.01	2.07	0.01	2.07	0.01	2.07	0.01	2.07	0.01	2.07
4	Total invalid ballots*	1	150	1	150	4	141,072	1	150	1	150	4	161,138	1	150
5	Votes not cast in the partially exercised ballots * A	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5A	Total Valid [Ballots = 2-4-5]	71	50,415,346	71	50,415,346	68	50,274,424	71	50,415,346	71	50,415,346	68	50,254,358	71	50,415,346
6	Total valid votes cast (FULLY)	71	50,415,346	71	50,415,346	68	50,274,424	71	50,415,346	71	50,415,346	68	50,254,358	71	50,415,346
7	Total valid votes cast (PARTIALLY)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8	Total valid votes cast (5+7)	71	50,415,346	71	50,415,346	68	50,274,424	71	50,415,346	71	50,415,346	68	50,254,358	71	50,415,346
9	Total votes cast in favour of resolution		10,506,365		50,414,596		50,274,124		50,414,896		50,414,746		50,253,908		50,415,196
10	Total votes cast against the resolution		39,908,981		750		300		450		600		450		150
11	%age of valid votes in favour of resolution		20.84		100.00		100.00		100.00		100.00		100.00		100.00
12	%age of valid votes against the resolution		79.16		0.00		0.00		0.00		0.00		0.00		0.00

* Invalid votes include votes rejected on account of signature of shareholder not matching with the available specimen, shareholders not having voted, shareholders not having signed, absence of valid authorisation to vote, shareholder being a related party, etc.

**These includes ballots, in respect of such cases where the members have voted 'for' as well as 'against' the resolution by splitting their total votes or by part voting such that part of votes have been voted for/against and balance have not been voted. In such cases the value of votes not cast has been treated as invalid.

ve

G

JAIPRAKASH ASSOCIATES LIMITED
SUMMARY OF POSTAL BALLOTS (RECEIVED PURSUANT TO NOTICE DATED 10th JULY 2014)

Annexure II (B)
 (Based on E-VOTING)

S/No.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3		RESOLUTION No. 4		RESOLUTION No. 5		RESOLUTION No. 6		RESOLUTION No. 7	
		No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares	No of Ballots	No of Shares
1	Total ballots despatched	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975	581,022	2,432,456,975
2	Total ballots received	619	1,269,197,304	619	1,269,197,304	619	1,269,197,304	619	1,269,197,304	619	1,269,197,304	619	1,269,197,304	619	1,269,197,304
3	%age 2 over 1	0.11	52.18	0.11	52.18	0.11	52.18	0.11	52.18	0.11	52.18	0.11	52.18	0.11	52.18
4	Total invalid ballots*	-	-	-	-	8	724,444,850	-	-	4	723,902,095	3	723,804,529	5	724,578,897
5	Votes not cast in the partially exercised ballots **	15	27,382,829	15	26,783,441	15	20,369,037	4	13,603	3	1,910	13	19,422,323	12	19,421,523
5A	Total Valid [Ballots = 2-4]; [Votes = 2-4-5]	619	1,241,814,475	619	1,242,413,863	611	524,383,417	619	1,269,183,701	615	545,293,299	616	525,970,452	614	525,196,884
6	Total valid votes cast (FULLY)	604	1,241,814,475	604	1,242,413,688	596	524,383,417	615	1,269,183,701	612	545,293,299	603	525,970,452	602	525,196,884
7	Total valid votes cast (PARTIALLY)	15	-	15	175	15	-	4	-	3	-	13	-	12	-
8	Total valid votes cast (6+7)	619	1,241,814,475	619	1,242,413,863	611	524,383,417	619	1,269,183,701	615	545,293,299	616	525,970,452	614	525,196,884
9	Total votes cast in favour of resolution		1,050,413,936		1,239,331,232		523,841,194		1,268,965,184		544,746,805		525,420,382		524,649,051
10	Total votes cast against the resolution		191,400,539		3,082,631		542,223		218,517		546,494		550,070		547,833
11	%age of valid votes in favour of resolution		84.59		99.75		99.90		99.98		99.90		99.90		99.90
12	%age of valid votes against the resolution		15.41		0.25		0.10		0.02		0.10		0.10		0.10

*These are invalid since Board Resolution / Power of Attorney was not given by the corporate shareholder or shareholder being a related party, etc.

**These includes ballots, in respect of such cases where the members have voted 'or' as well as 'against' the resolution by splitting their total votes or by part voting such that part of votes have been voted for/against and balance have not been voted. In such cases the value of votes not cast has been treated as invalid.

Handwritten signature/initials

Handwritten signature/initials

JAIPRAKASH ASSOCIATES LIMITED

**TOTAL RESULT OF POSTAL BALLOT
(E-VOTING AS WELL AS PHYSICAL BALLOT)
PURSUANT TO NOTICE DATED 10th JULY, 2014.**

(A) RESULT OF PHYSICAL BALLOTS

Sl. No.	Particulars	Resolution No.						
		1	2	3	4	5	6	7
1	Total no. of Valid Votes polled	50,415,346	50,415,346	50,274,424	50,415,346	50,415,346	50,254,358	50,415,346
2	Total no. of Votes cast in favour of the Resolution	10,506,365	50,414,596	50,274,124	50,414,896	50,414,746	50,253,908	50,415,196
3	Total no. of Votes cast against the Resolution	39,908,981	750	300	450	600	450	150
4	Percentage of Votes in favour of the Resolution	20.840%	99.999%	99.999%	99.999%	99.999%	99.999%	100.000%
5	Percentage of Votes against the Resolution	79.160%	0.001%	0.001%	0.001%	0.001%	0.001%	0.000%

(B) RESULT OF E-VOTING

Sl. No.	Particulars	Resolution No.						
		1	2	3	4	5	6	7
1	Total no. of Valid Votes polled	1,241,814,475	1,242,413,863	524,383,417	1,269,183,701	545,293,299	525,970,452	525,196,884
2	Total no. of Votes cast in favour of the Resolution	1,050,413,936	1,239,331,232	523,841,194	1,268,965,184	544,746,805	525,420,382	524,649,051
3	Total no. of Votes cast against the Resolution	191,400,539	3,082,631	542,223	218,517	546,494	550,070	547,833
4	Percentage of Votes in favour of the Resolution	84.59%	99.75%	99.897%	99.983%	99.90%	99.90%	99.90%
5	Percentage of Votes against the Resolution	15.41%	0.25%	0.103%	0.017%	0.10%	0.10%	0.10%

(C) COMBINED RESULT (PHYSICAL + E-VOTING)

Sl. No.	Particulars	Resolution No.						
		1	2	3	4	5	6	7
1	Total no. of Valid Votes polled	1,292,229,821	1,292,829,209	574,657,841	1,319,599,047	595,708,645	576,224,810	575,612,230
2	Total no. of Votes cast in favour of the Resolution	1,060,920,301	1,289,745,828	574,115,318	1,319,380,080	595,161,551	575,674,290	575,064,247
3	Total no. of Votes cast against the Resolution	231,309,520	3,083,381	542,523	218,967	547,094	550,520	547,983
4	Percentage of Votes in favour of the Resolution	82.10%	99.76%	99.91%	99.98%	99.91%	99.90%	99.90%
5	Percentage of Votes against the Resolution	17.90%	0.24%	0.09%	0.02%	0.09%	0.10%	0.10%

Ca

52

Resolution No. 1 :Special Resolution.To give Loans or Guarantees/ provide Securities and make Investment

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters							
A	Promoter and Promoter Group	997,358,204	991,722,085	991,722,085	-	100.00%	0.00%
	(A)	997,358,204	991,722,085	991,722,085	-	100.00%	0.00%
Public							
B1	Public Institutional holders	1,022,264,860	299,270,726	68,015,526	231,255,200	22.73%	77.27%
B2	Public - others	412,833,911	1,237,010	1,182,690	54,320	95.61%	4.39%
	B = (B1 + B2)	1,435,098,771	300,507,736	69,198,216	231,309,520	23.03%	76.97%
	Total (A + B)	2,432,456,975	1,292,229,821	1,060,920,301	231,309,520	82.10%	17.90%

Resolution No. 2 :Special Resolution.Strength of the Board of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters							
A	Promoter and Promoter Group	997,358,204	991,722,085	991,722,085	-	100.00%	0.00%
	(A)	997,358,204	991,722,085	991,722,085	-	100.00%	0.00%
Public							
B1	Public Institutional holders	1,022,264,860	299,876,842	296,821,086	3,055,756	98.98%	1.02%
B2	Public - others	412,833,911	1,230,282	1,202,657	27,625	97.75%	2.25%
	B = (B1 + B2)	1,435,098,771	301,107,124	298,023,743	3,083,381	98.98%	1.02%
	Total (A + B)	2,432,456,975	1,292,829,209	1,289,745,828	3,083,381	99.76%	0.24%

See

52

Resolution No. 3: Special Resolution. Reappointment of Shri Sunny Gaur, Managing Director (Cement)

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters		(1)	(2)		(4)	(5)		
A	Promoter and Promoter Group	997,358,204	267,136,313	26.78%	267,136,313	-	100.00%	0.00%
	(A)	997,358,204	267,136,313	26.78%	267,136,313	-	100.00%	0.00%
Public								
B1	Public Institutional holders	1,022,264,860	306,279,518	29.96%	305,805,320	474,198	99.85%	0.15%
B2	Public - others	412,833,911	1,242,010	0.30%	1,173,685	68,325	94.50%	5.50%
	B = (B1 + B2)	1,435,098,771	307,521,528	21.43%	306,979,005	542,523	99.82%	0.18%
	Total (A + B)	2,432,456,975	574,657,841	23.62%	574,115,318	542,523	99.91%	0.09%

Resolution No. 4: Ordinary Resolution. Approval of remuneration of the Cost Auditor for the Financial Year 2014-15

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters		(1)	(2)		(4)	(5)		
A	Promoter and Promoter Group	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
	(A)	997,358,204	991,722,085	99.43%	991,722,085	-	100.00%	0.00%
Public								
B1	Public Institutional holders	1,022,264,860	326,647,755	31.95%	326,451,474	196,281	99.94%	0.06%
B2	Public - others	412,833,911	1,229,207	0.30%	1,206,521	22,686	98.15%	1.85%
	B = (B1 + B2)	1,435,098,771	327,876,962	22.85%	327,657,995	218,967	99.93%	0.07%
	Total (A + B)	2,432,456,975	1,319,599,047	54.25%	1,319,380,080	218,967	99.98%	0.02%

Ue

82

Resolution No. 5: Ordinary Resolution Appointment of Shri Shiva Dixit as a Whole-time Director

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoters								
A	Promoter and Promoter Group	997,358,204	267,819,990	26.85%	267,819,990	-	100.00%	0.00%
	(A)	997,358,204	267,819,990	26.85%	267,819,990	-	100.00%	0.00%
Public								
B1	Public Institutional holders	1,022,264,860	326,647,755	31.95%	326,173,557	474,198	99.85%	0.15%
B2	Public - others	412,833,911	1,240,900	0.30%	1,168,004	72,896	94.13%	5.87%
	B = (B1 + B2)	1,435,098,771	327,888,655	22.85%	327,341,561	547,094	99.83%	0.17%
	Total (A + B)	2,432,456,975	595,708,645	24.49%	595,161,551	547,094	99.91%	0.09%

Resolution No. 6: Ordinary Resolution Re-appointment of Shri Sunil Kumar Sharma, Executive Vice Chairman

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoters								
A	Promoter and Promoter Group	997,358,204	267,756,568	26.85%	267,756,568	-	100.00%	0.00%
	(A)	997,358,204	267,756,568	26.85%	267,756,568	-	100.00%	0.00%
Public								
B1	Public Institutional holders	1,022,264,860	307,226,842	30.05%	306,752,644	474,198	99.85%	0.15%
B2	Public - others	412,833,911	1,241,400	0.30%	1,165,078	76,322	93.85%	6.15%
	B = (B1 + B2)	1,435,098,771	308,468,242	21.49%	307,917,722	550,520	99.82%	0.18%
	Total (A + B)	2,432,456,975	576,224,810	23.69%	575,674,290	550,520	99.90%	0.10%

Ve

6

Resolution No. 7 : Ordinary Resolution-Re-appointment of Shri Pankaj Gaur, Jt. Managing Director (Construction)

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=(2)/ (1)*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=(4)/ (2)*100	% of votes against on votes polled (7)=(5)/ (2)*100
		(1)	(2)		(4)	(5)		
Promoters								
A	Promoter and Promoter Group	997,358,204	267,143,188	26.79%	267,143,188	-	100.00%	0.00%
	(A)	997,358,204	267,143,188	26.79%	267,143,188	-	100.00%	0.00%
Public								
B1	Public Institutional holders	1,022,264,860	307,226,842	30.05%	306,752,644	474,198	99.85%	0.15%
B2	Public – others	412,833,911	1,242,200	0.30%	1,168,415	73,785	94.06%	5.94%
	B = (B1 + B2)	1,435,098,771	308,469,042	21.49%	307,921,059	547,983	99.82%	0.18%
	Total (A + B)	2,432,456,975	575,612,230	23.66%	575,064,247	547,983	99.90%	0.10%

UG

52