

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

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Jaiprakash Associates Limited will be held on **Thursday, December 24, 2015 at 11.00 A.M** at Jaypee Public School, Sector-128, Noida to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements consisting of the **Balance Sheet** as at **March 31, 2015**, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the explanatory notes annexed to and forming part of any of the above documents together with the Reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of **Shri Ranvijay Singh (DIN 00020876)** who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Pankaj Gaur (DIN 00008419)** who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of **M/s. M P Singh & Associates, Chartered Accountants (Firm Registration No. 002183C), as Statutory Auditors**
To consider and if thought fit, to pass, with or without modification, the following as an ordinary resolution
"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the Seventeenth Annual General Meeting (AGM) held on 27th September, 2014 in respect of appointment of the auditors, M/s. M.P. Singh & Associates, Chartered Accounts (ICAI Firm Registration No.002183C) till the conclusion of the Twentieth AGM to be held in the calendar

year 2017, the Company hereby ratifies and confirms the appointment of M/s. M.P. Singh & Associates, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Twentieth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company on such remuneration for the financial year 2015-16 as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions.

AS ORDINARY RESOLUTIONS

5. **APPOINTMENT OF SHRI CHANDRA PRAKASH JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, as amended from time to time, **Shri Chandra Prakash Jain (DIN 00011964)**, Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years w.e.f 27.09.2014."
"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. **APPOINTMENT OF SHRI SATISH CHARAN KUMAR PATNE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and Clause 49 of the Listing Agreement, as amended from time to time, **Shri Satish Charan Kumar Patne (DIN 00616104)**, Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years w.e.f. 27.09.2014."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. **APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, as amended from time to time, **Shri Keshav Prasad Rau (DIN 02327446)**, Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years w.e.f 27.09.2014."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. **APPOINTMENT OF SHRI TILAK RAJ KAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, as amended from time to time, **Shri Tilak Raj Kakkar (DIN 01425589)** Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for three consecutive years w.e.f 12.11.2014."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. **RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2015-16**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **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, 2016, 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."

AS SPECIAL RESOLUTIONS

10. RE-APPOINTMENT OF SHRI RAHUL KUMAR, WHOLE TIME DIRECTOR & CFO

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Rahul Kumar (DIN 00020779)** as Whole-time Director & Chief Financial Officer (CFO) of the Company for a further period of **three years with effect from October 31, 2015** 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 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Rahul Kumar notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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 in accordance to the subsisting provisions of the Companies Act, 2013."

11. RE-APPOINTMENT OF SHRI MANOJ GAUR, EXECUTIVE CHAIRMAN & CEO

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 framed thereunder, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Manoj Gaur (DIN 00008480)** as Executive Chairman & Chief Executive Officer (CEO) of the Company for a further period of **three years with effect from April 1, 2016** 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 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Manoj Gaur, notwithstanding that in any financial year of the Company during his tenure of appointment as Executive Chairman & CEO the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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 in accordance to the subsisting provisions of the Companies Act, 2013."

12. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES & OTHER DEBT SECURITIES

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be

deemed to include any Committee which the Board may constitute/authorize to exercise its powers, including the powers conferred by this Resolution for making offer(s) or invitation(s) to subscribe to Secured/Unsecured/Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, **upto an aggregate amount of ₹ 5,000 Crores** (Rupees Five Thousand Crores only), in one or more tranches/ series/ currencies, within the overall borrowing limits of the Company, as may be approved by the Members from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches/ series/ currencies, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/writings, as may be required in this regard."

13. CREATION OF CHARGE / MORTGAGE ON THE MOVEABLE AND/OR IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN FAVOUR OF LENDERS OF THE COMPANY/OTHER ENTITIES/PERSONS

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create mortgage and/ or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as may be deemed fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or moveable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the bank(s), financial institution(s) or other body(ies)

corporate(s), other entity(ies), person(s) etc. in India or abroad, hereinafter referred to as the lender(s), and/or trustees to secure borrowings upto the limit of ₹ 40,000 crores, together with interest at the respective agreed rates in respect of bonds, term loans, non-convertible debentures and/ or other instrument(s) including foreign currency borrowings, to be issued in one or more tranches, to Indian/ foreign bank(s), institution(s), companies, other corporate bodies including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, created or entered into by the Company/other entities/persons in respect of the said debentures/ bonds/ term loans/other instrument(s) evidencing such borrowings."

"RESOLVED FURTHER THAT the securities/ mortgages to be created by the Company aforesaid may rank prior/ pari passu with or second / subservient/ subordinate with/ to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid".

By Order of the Board
For JAIPRAKASH ASSOCIATES LIMITED

MOHINDER PAUL KHARBANDA
Sr. General Manager (Sectl.) &
Company Secretary
(Membership No.: FCS 2365)

Place: NOIDA
Date : November 14, 2015

NOTES

- (i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Items Nos. 5 to 13 is annexed hereto.
- (ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXY SUBMITTED ON BEHALF OF COMPANY/ BODY CORPORATES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE.**
- A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS, NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10 % (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY FOR THE ENTIRE SHAREHOLDING AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IN FORM NO. MGT 11 IS ENCLOSED.**
- (iii) **Corporate Member(s)** intending to send their respective Authorized Representative(s) are requested to send a duly certified copy of the Board/Governing Body Resolution to the Company, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
- (iv) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of Notice in writing is given to the Company.
- (v) Member/ proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (vi) All **documents** referred to in the Notice and the accompanying statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
- (vii) Copies of the Notice of 18th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at the closing hours of business on Friday, the 20th November, 2015. Upon request, printed copy of Annual Report will be supplied to those Members to whom Annual Report has been sent through Electronic Mode. The Notice is also available on the website of the Company www.jalindia.com and on weblink of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>.
- (viii) Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
- (ix) The **Register of Members and Share Transfer Books** will remain closed from Thursday the **17th December, 2015 to Thursday, the 24th December, 2015** (both days inclusive) for the purpose of Annual General Meeting.
- (x) Members who are holding shares in physical form are requested to notify the **change, if any, in their respective addresses** or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondence with the Company and RTA. In respect of holding shares in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (xi) Members can avail of the **nomination facility** in terms of Section 72 of the Companies Act, 2013 by nominating, in **Form SH-13**, as prescribed in the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. The same can also be downloaded from the Company's website www.jalindia.com.

Form SH-13 is to be submitted in duplicate: (a) in case of shares held in physical form, to the Registrar and Transfer Agent (RTA) and (b) in case of shares held in dematerialized form, to the respective Depository Participants.

- (xii) Members who are still holding shares in physical form are advised to **dematerialize** their shareholding to avail the benefits of dematerialization which besides others include easy liquidity (since trading is permitted only in dematerialized form) electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (xiii) The dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Further, the particulars of unpaid/ unclaimed dividend etc. are being uploaded on the Company's website www.jalindia.com and website of IEPF viz. www.iepf.gov.in, in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.
- (xiv) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by remote E-voting and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by *Central Depository Services (India) Limited (CDSL)*.
- (xv) *The members as per Register of Members, on the cut – off date viz. Wednesday, 16th December, 2015 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting. The voting right of the members shall be in proportion to their*

shares of the paid-up equity share capital of the Company.

- (xvi) The facility for voting through polling shall be made available at the Annual General Meeting and the members attending the meeting who have **not** cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper. A Proxy can vote through polling and no voting by show of hands will be allowed at the Meeting.
- (xvii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (xviii) The remote E-voting facility will be available during the following period:

Commencement of Remote E-Voting	9.00 A.M on Monday, 21 st December, 2015
End of Remote E-Voting	5.00 P.M on Wednesday the 23 rd December, 2015

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th December, 2015, may cast their vote by remote e-voting. The remote E – Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

The procedure and instructions for remote e-voting are as follows:

- a) Log on to the e-voting website www.evotingindia.com.
- b) Click on "shareholders" tab.
- c) Now Enter your applicable User ID/ Login Id, as under:-
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Thereafter enter the Image Verification code as displayed and Click on "Login" tab.

- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- f) If you are a first time user, then fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	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.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and the number of shares as on cut-off date viz. 16th December, 2015 in the PAN Field. In case the number of shares is less than 8 digits, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar Sinha holding 45 shares as on cut-off date, please enter RA00000045 in the PAN field. In case your name is R.K. Sinha, then enter RK00000045. Please do not enter any prefix like Dr. Col. Mr. etc in the PAN field.

#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 Login Id / folio number in the Dividend Bank details field as mentioned in instruction (C).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- j) Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- k) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- l) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) **Additional instructions for non-individual shareholders and custodians**
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate. Corporate and custodians already registered with CDSL should use their existing login details.

- ii. After registering online, scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- q) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 16th December, 2015 may follow the same instructions as mentioned above for e-voting. And the person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- r) In case of joint holders attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
- s) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed on the date of the 18th Annual General Meeting of the Company.
- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") or e-voting manual available at www.evotingindia.com or contact – Mr. Wenceslaus Furtado, Deputy Manager of Central Depository Services (India) Limited, P.J Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001, Phone No. 18002005533, E-mail ID – helpdesk.evoting@cdslindia.com.
- u) Shri Ashok Tyagi, Practicing Company Secretary (Membership No.FCS 2968) has been appointed as the Scrutinizer and Shri M.L. Arora, Practicing Company Secretary (Membership No. FCS 319)) as alternate scrutinizer, to scrutinize the remote E-voting and Polling at the ensuing Annual General Meeting in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given the consent for appointment and will be available for the said purpose.
 - v) The Scrutinizer, after scrutinizing the vote cast at the meeting (Polling) and through remote e-voting will not later than three days of the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other Director so authorized. The results declared along with the consolidated Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered & Corporate Office and shall be placed on the website of the Company www.jalindia.co.in and on weblink of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>. The results shall also simultaneously be communicated to the Stock Exchanges.
- (xx) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- (xxi) Members or their respective proxies are requested to:
- (a) Bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - (b) Note that no gifts/coupons shall be distributed at the Annual General Meeting; and
 - (c) Quote their Folio/Client ID & DP ID No. in all correspondence.

- (xxii) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in Company's Records which will held the Company and the Company's Registrar and Transfer Agents – Alankit Assignments Limited (AAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to (AAL).
- (xxiii) Any query relating to Financial Statements or any other items of business set out in the Notice of the Meeting must be sent to the Company's Registered Office at Sector 128, Noida – 201 304 (U.P) so as to reach at **least seven days before the date of the Meeting**. The envelope may please be superscribed **"AGM QUERIES – Attn.: Shri Mohinder Paul Kharbanda, Sr. General Manager (Sectl.) and Company Secretary**.
- (xxiv) (a) The shareholdings and the number of Board Meeting attended during the year by all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report of Corporate Governance.
- (b) None of the Director(s) retiring by rotation and proposed to be appointed/ re-appointed is related to any Director or Key managerial Personnel of the Company or their respective relatives.
- (c) Additional Details in terms of Clause 49 of the Listing Agreement, in respect of the Directors retiring by rotation and proposed to be re-appointed are given in the statement annexed to the Notice.

PARTICULARS OF DIRECTORS RETIRING BY ROTATION

(a) SHRI RANVIJAY SINGH

Shri Ranvijay Singh, 47, is B.E. (Civil), has 22 years' experience in the fields of civil engineering & construction and cement projects. He is on the Board of the Company since 14.12.2007.

Presently, he is Director on the Board of Gujarat Jaypee Cement & Infrastructure Limited and MP Jaypee Coal Fields Limited

Shri Ranvijay Singh holds 30,43,015 equity shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

(b) SHRI PANKAJ GAUR

Shri Pankaj Gaur, 43, B.E (Instrumentation), has 21 years' experience. He worked with Jaypee Rewa and Bela Cement Plants from 1993 to 1998. Since 1999, he is looking after the Hydroelectric Projects being executed by the Company in Bhutan. Since 2005, he has also been leading the team for the development of the Srisailem Project in Andhra Pradesh.

He joined the Board of the Company w.e.f. 30.06.2004 and is presently its Joint Managing Director (Construction). He is Managing Director of Jaypee Arunachal Power Limited and also a Director on the Boards 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 a Chairman of (i) Audit Committee of Jaypee Arunachal Power Limited

Shri Pankaj Gaur holds 156,750 equity shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

STATEMENT ANNEXED TO THE NOTICE

The following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 sets out the material facts relating to the special business mentioned in the accompanying Notice.

Items 5 to 8

Appointment of Independent Directors

In terms of the provisions of revised Clause 49 of the Listing Agreement, the Company was required to have atleast half of the Board consisting of Independent Directors. In compliance of the aforesaid provision, the Board of Directors of the Company in their meetings held on September 27, 2014 appointed Shri Chandra Prakash Jain, Shri Keshav Prasad Rau, Shri Satish Charan Kumar Patne as Additional Directors (Independent Directors) and on November 12, 2014 appointed Shri Tilak Raj Kakkar as Additional Director (Independent Director) on the Board of the Company, based on the recommendation of the Nomination & Remuneration Committee for a term of three consecutive years from their respective date of appointment by the Board, not liable to retire by rotation, keeping in view their integrity, relevant expertise and experience, subject to the approval of the shareholders.

Pursuant to the provisions of section 161 of the Companies Act, 2013, the aforesaid Directors hold office upto the date of the ensuing Annual General Meeting. The Company has received separate notice in writing proposing their candidature alongwith Deposit of ₹ 1,00,000/- each from a shareholder of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of the appointee for the office of Director at the forthcoming Annual General Meeting.

The particulars of the persons proposed to be appointed as Independent Directors are as under:

(a) SHRI CHANDRA PRAKASH JAIN (Shri C.P. Jain)

Shri C.P. Jain (DIN 00011964), aged 68 years, is a Fellow Chartered Accountant and Bachelor of Law with Advanced Diploma in Management. He had a multidisciplinary illustrious career spanning over 40 years of outstanding professional contribution. He was Chairman & Managing Director of NTPC Limited during September 2000 and March 2006. He had been a Member of 'Standing Technical Advisory Committee' of Reserve Bank of India and Member of 'Audit Advisory Board' of the Comptroller and Auditor General of India. For the period 2003-05, he had been the Chairman of the SCOPE Standing Conference of Public Enterprises - the apex organization of Central Public Sector Enterprises (CPSEs) in India. Acclaimed widely for his vision across the spectrum of industry and business, he was awarded Ernst & Young's 'Entrepreneur of the Year - Manager Award 2005' and SCOPE's Award for the year 2003-04 for 'Excellence and Outstanding Contribution to the Public Sector Management-Individual Category'. He was the Chairman of the 'Global Studies Committee' of World Energy Council London and the Member of its Officers Council for the 6-year term up to September 2010.

He is currently on the Boards of IIDC Limited, PCI Limited, AVU Enterprises Private Limited, IL&FS Energy Development Company Limited, Adani Power Limited, Prime Meiden Limited, Inox Wind Limited and Mumbai Metro One Private Limited. He is also a Member of Advisory Board of Axis Infrastructure Fund.

He is a Chairman of (i) Audit Committee of IIDC Limited, (ii) Nomination and Remuneration Committee of Adani Power Limited and Prime Meiden Limited. He is also Member of (i) Audit Committee of PCI Limited, Adani Power

Limited, IL & FS Energy Development Company Limited, Prime Meiden Limited and Mumbai Metro One Private Limited. (ii) Nomination and Remuneration Committee of PCI Limited and Mumbai Metro One Private Limited. (iii) Stakeholders Relationship Committee of PCI Limited and Adani Power Limited (iv) Corporate Social Responsibility Committee of IIDC Limited and IL & FS Energy Development Company Limited and (v) Restructuring Committee of the Company.

Shri Jain holds 375 equity shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

(b) SHRI SATISH CHARAN KUMAR PATNE (Shri S.C.K. Patne)

Shri S.C.K. Patne (DIN: 00616104), aged 70 years, is B.Sc. Engineering (Chemical) from BIT, Sindri. He has more than 37 years of rich and varied experience in management as a whole and the Steel Industry in particular. He has an illustrative career spanning over 3 decades with SAIL. He was inducted on the Board of SAIL in 1996. In 1988 he was appointed as Director (Project) of SAIL. Mr. Patne was the Managing Director/Chairman of The Indian Iron & Steel Company Limited and was also on the Boards of several companies in the past. He also served as an Advisor & Director and Chief Operating Officer (Steel) in Jaypee Group. He is currently on the Board of Umas Enterprises Private Limited, Kanpur Fertilizers & Cement Limited and Bhilai Jaypee Cement Limited, Sangam Power Generation Company Limited & Jaypee Arunachal Power Limited.

He is Chairman of the Audit Committee of Kanpur Fertilizers & Cement Limited and Member of the Audit Committee of Bhilai Jaypee Cement Limited.

Shri S.C.K. Patne doesn't hold any shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

(c) SHRI KESHAV PRASAD RAU (Shri K.P. Rau)

Shri K.P. Rau (DIN 02327446), aged 67 years, holds a Masters Degree in Economics from Lucknow University, Uttar Pradesh. He is an Ex-Banker having rich experience of 42 years at various Senior Levels in State Bank of India and IDBI. He was also a Nominee of IDBI Bank on the Boards of S. Kumars Nationwide Limited

and the Company (JAL). A prolific writer, he periodically contributes articles on current political topics in 'Freedom First' and also occasionally on cricket.

Shri K.P. Rau is also on the Board of Jaiprakash Power Ventures Limited as an Independent Director.

He is a member of the Audit Committee of our Company.

Shri Rau, doesn't hold any shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

(d) SHRI TILAK RAJ KAKKAR (Shri T. R. Kakkar)

Shri Tilak Raj Kakkar (DIN 01425589) aged about 74 years, had a rich experience of over 40 years in the administrative and managerial skills. He was a retired Indian Police Service Officer. He had been the I.G.P. of Andaman and Nicobar Island, Pondichery, Commissioner of Police, Delhi, Director General, National Security Guard (Black Cats) and Special Secretary Home, Govt. of India.

He had been around the world to about two dozen countries in his official capacity and had interacted with a galaxy of administrators & political leaders of international repute.

He is Director on the Board of Bhilia Jaypee Cement Limited and also Member of Audit Committee of Bhilia Jaypee Cement Limited & Member of CSR Committee of JAL.

Shri Kakkar doesn't holds any shares of the Company in his own name and no share is held by him for any other person on a beneficial basis.

Shri C.P. Jain, Shri S.C.K. Patne, Shri K.P. Rau and Shri Tilak Raj Kakkar have confirmed to the Board that they qualify to be Independent Directors within the meaning of Clause 49 (II)(B)(1) of the Listing Agreement and Section 149(6) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board the said Directors fulfill the conditions specified in the Act and rules made thereunder for their appointment as Independent Directors of the Company,

The Directors are of the view that the said appointees would bring valuable experience to the Board and the Company would benefit from their appointment as Directors. Accordingly, the Board commends the passing of Ordinary Resolutions proposed at Item

Nos. 5 to 8 of the Notice. The Company has made available a copy of the Letter of Appointment, as approved by the Board, setting out the terms of appointment, for inspection without any fees, at the Registered Office of the Company.

Except Shri C.P. Jain (for Item No. 5), Shri S.C.K. Patne (for Item No. 6), Shri K.P. Rau (for Item No. 7) and Shri Tilak Raj Kakkar (for Item No. 8), being appointees, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in respective resolutions.

Item No. 9

RATIFICATION 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 applicable business viz. Cement, Construction, Electrical Energy (i.e wind power), Real Estate Development, etc. for the financial year ending March 31, 2016 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 & Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for ratification of the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

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 No. 10 & 11

RE-APPOINTMENT OF SHRI RAHUL KUMAR, WHOLE-TIME DIRECTOR & CFO AND SHRI MANOJ GAUR, EXECUTIVE CHAIRMAN & CEO

Considering the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors has approved the re-appointment of Shri Rahul Kumar, Whole-time Director & CFO and Shri Manoj Gaur, Executive Chairman & CEO on their

existing remuneration, as per the details given below:

Name & Designation	Approval of NRC & Board	Tenure of appointment	Remuneration (proposed and existing)
Shri Rahul Kumar, Whole-time Director & CFO	Both on 08.08.15	Three years from 31.10.15.	<p><u>Proposed Remuneration:</u> Basic Salary: ₹ 8,10,000/- per month in the Pay Scale of ₹ 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 01.04.2016 & Perquisites detailed below.</p> <p><u>Existing Remuneration :</u> Basic salary w.e.f. 01.04.2015 is ₹ 8,10,000 p.m. in the same pay scale and Perquisites detailed below.</p>
Shri Manoj Gaur, Executive Chairman & CEO	Both on 14.11.15	Three years from 01.04.16.	<p><u>Proposed Remuneration:</u> Basic Salary: ₹ 35,75,000/- per month in the Pay Scale of ₹ 15,00,000-2,50,000-27,50,000 – 2,75,000- 41,25,000-4,12,500-61,87,500 with annual increment on April 1 every year starting from 01.04.2017 & Perquisites detailed below.</p> <p><u>Existing Remuneration :</u> Basic salary w.e.f. 01.04.15 is ₹ 33,00,000 p.m. (which would be ₹ 35,75,000/- per month w.e.f. 01.04.2016) in the same pay scale and Perquisites detailed below.</p>

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 provident 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 & Executive Vice Chairman of the Company shall have the authority to fix the inter se ceilings / limits of various perquisites given to Shri Rahul Kumar & Shri Manoj Gaur respectively.

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 the Companies Act, 2013.

Brief resume and information as per schedule V of the Companies Act, 2013 of above mentioned appointees is given below:

- (a) **Shri Rahul Kumar**, 47, is a qualified Chartered Accountant, has 23 years' experience in the fields of accounting, marketing of cement & Real Estates, corporate planning and financing. He has been in charge of finance function of the Company since 2010. Earlier he was also incharge of marketing of cement, cement sale accounting and also associated with corporate planning functions of the Company. He joined the Board of the Company w.e.f. 31.10.2010.

He is Managing Director of Bhilai Jaypee Cement Limited and Director of Gujarat Jaypee Cement & Infrastructure Limited, Jaypee Fertilizers & Industries Limited, Jaiprakash Agri Initiatives Company Limited, Rock Solid Cement Limited, Jaypee Assam Cement Limited, Sonebhadra Minerals Pvt. Limited, RPJ Minerals Pvt. Limited, Sarveshwari Stone Products Pvt. Limited and Jaypee Ganga Infrastructure Corporation Limited

He is Chairman of (i) Allotment and Shares Transfer Committee of Bhilai Jaypee Cement Limited and Gujarat Jaypee Cement & Infrastructure Limited, Member of (ii) Audit Committee of Jaypee Fertilizers & Industries Limited and Member of (iii) Stakeholders Relationship Committee (iv) Finance Committee, (v) Restructuring Committee

(vi) CSR Committee, (vii) Risk Management Committee and (viii) Committee for Statutory Policies of the Company

Shri Rahul Kumar was appointed as Whole-time Director and CFO w.e.f. 31.10.2010. He holds 1,50,750 Equity Shares in the Company and he attended all Eight Board Meetings during the year.

(b) **Shri Manoj Gaur**, 51, holds a bachelor's degree in Civil Engineering from the Birla Institute of Technology and Science, Pilani. He has 30 years of experience in Cement Production and in Infrastructure domain. He has been involved in Corporate matters and Finance of the Company for over 14 years.

He is associated with numerous Companies of the Jaypee Group, including, as the Chairman cum Managing Director of Jaypee Infratech Limited, the Chairman of Jaiprakash Power Ventures Limited, Kanpur Fertilizers & Cement Limited and Jaypee Cement Corporation Limited and the Vice Chairman of MP Jaypee Coal Limited. He is also a Director on the Board of Prayagraj Power Generation Company Limited, Jaypee Healthcare Limited, Jaypee Infra Ventures (A private company with unlimited liability), Indesign Enterprises Private Limited and Jaypee Jan Sewa Sansthan (a not-for-profit private limited company).

He is Chairman of (i) Risk Management Committee and (ii) Committee for Statutory policies of the Company.

Shri Manoj Gaur was appointed as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2006 by the Board at its meeting held on 27th December, 2005 and was subsequently appointed as Executive Chairman of the Company at the Board Meeting held on 27th December, 2006. He was reappointed by the Board in its meeting held on 28th January, 2011 for a period of 5 years from 1st April, 2011 to 31st March, 2016.

Shri Manoj Gaur attended seven Board meetings out of total Eight Board Meetings held during the year and he holds 1,75,900 Equity Shares in the Company.

Recommendations of the Board:

The Board is of the opinion that their appointments are in the best interest of the Company considering their qualifications, experience and long association with the Company.

General Information of the Company (as per Schedule V)

S. No.	Particulars	Remarks
1.	Nature of Industry	Engaged in the business of Civil Engineering & Construction, Construction of River Valley and Hydro Power Projects on turnkey basis, Manufacture and Marketing of Cement, Hospitality, Real Estate development and Sports, etc.
2	Date or expected date of commencement of commercial production	Commercial production commenced in the year 1996
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	Please see Table-A given below.
5.	Foreign Investments or collaboration, if any	There are no foreign investments or collaborations in the Company except NRIs/ FIIs holding shares in the Company through market purchases in the ordinary course. The Company holds 10890 equity shares of Cy.₹ 1 each of Indesign Enterprises Pvt. Ltd.

TABLE A: Financial performance based on given indicators

Year	Total Revenue	Net Profit	Net Fixed Assets	Total share holders Funds*
	(₹ Cr.)	(₹ Cr.)	(₹ Cr.)	(₹ Cr.)
2015	11,186	(-) 1,279	22,301	18,396
2014	13,327	413	19,843	13,697
2013	13,514	501	18,958	13,332
2012	13,117	1,026	16,731	12,304

* Total shareholders funds include all reserves and surplus.

Information about the appointees:

S. No.	Particulars	Remarks	
		Shri Rahul Kumar	Shri Manoj Gaur
1.	Background details	As per his profile given above	As per his profile given above.
2.	Past remuneration	Basic salary w.e.f. 31.10.2010 was ₹ 3,00,000 p.m. in the pay scale of ₹ 2,00,000-20,000-3,00,000-30,000-4,50,000 plus Perquisites equal to Basic Salary. W.e.f. 01.04.2012 Basic Salary was increased to ₹ 6,30,000 p.m. in the pay scale of ₹3,00,000-30,000-4,50,000-45,000-6,75,000-67,500-10,12,500. w.e.f. 01.04.2015, his basic salary is ₹ 8,10,000 p.m. in the same pay scale.	Basic salary w.e.f. 01.04.2011 was ₹ 25,00,000 p.m. in pay scale of ₹ 15,00,000-2,50,000-27,50,000 – 2,75,000-41,25,000-4,12,500-61,87,500 plus Perquisites equal to Basic Salary. w.e.f. 01.04.2015, his basic salary is ₹ 33,00,000 p.m. in the same pay scale.
3.	Recognition or awards	N.A.	N.A.
4.	Job Profile and his suitability	As Whole-time Director and CFO of the Company, he is in charge of and looking after the entire finance function of the Company. He is handling the finance functions for last five years. He is responsible for entire financial policies, procedures systems and financial management of the Company. He is found to be most suitable for the positions based on his qualifications & vast experience. His complete profile is given above.	As Executive Chairman & CEO of the Company, he is in charge of and controlling all the divisions and business segments of the Company. All the whole-time Directors of the Company report to him. He is responsible for the overall performance of the Company. He is found to be most suitable for the positions based on his qualifications & vast experience. His complete profile is given above.
5.	Remuneration Proposed	As given above	As given above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Keeping in view of the size and Revenue of the Company, the remuneration is justifiable and at par with the industry.	Keeping in view of the size and Revenue of the Company, the remuneration is justifiable and at par with the industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for the proposed remuneration, there is no Pecuniary relationship between the Company and the appointee. <u>Relationship with the managerial personnel:</u> Nil	Except for the proposed remuneration, there is no Pecuniary relationship between the Company and the appointee. <u>Relationship with the managerial personnel:</u> He is brother of Shri Sunny Gaur, Managing Director (Cement)

Other Information

S. No.	Particulars	Remarks
1.	Reasons of loss or inadequate profits	As the Company is a major Infrastructure conglomerate of the country, due to slump in the economy, huge investments made by the company are taking time to realize the returns. Heavy financing cost is also a major reason of losses. As the economy will pick up, company's performance is also expected to improve.
2.	Steps taken or proposed to be taken for improvement	Company is selling some of its assets to improve the liquidity & reduce the debt burden. The Company is also aggressively bidding for various construction projects as well as marketing its products, such as cement & real estate, in the market.
3.	Expected increase in productivity and profits in measurable terms	It is expected that in near future, with the betterment in Indian economy & of business sentiments, the productivity will increase and consequently the profits will also increase. The management expects the profits of Minimum 40% of share capital, leading to EPS of ₹ 0.80 per share of ₹ 2 each.

Except Shri Rahul Kumar (for item No. 10) being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in respective resolutions.

Except Shri Manoj Gaur (for item No. 11) and Shri Sunny Gaur being brother of Shri Manoj Gaur, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the resolutions (Item No. 10 & 11) for your approval as Special Resolutions.

Item No. 12

PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND OTHER DEBT SECURITIES

With a view to meet the Company's requirement of funds for capital expenditure and long term working capital needs, the Company might utilize the option of raising funds by way of issue and allotment of Non Convertible Debentures, on private placement basis, in one or more tranches/ series/currencies with in the limit of ₹ 5,000 crores.

Pursuant to **Sections 23, 42, 71 and other applicable provisions, if any**, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, However, it is further provided that in case of offer or invitation for Non-convertible Debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

In order to facilitate the raising of funds by way of issue of NCD's, the Board of Directors has decided to seek enabling approval of shareholders to raise funds upto ₹ 5,000 Crores by way of issue of Non-convertible Debentures within the overall proposed borrowing limit of ₹ 40,000 Crores at the forthcoming Annual General Meeting.

Accordingly, this Resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Non

Convertible Debentures at an appropriate time, in one or more tranches/series/ currencies, including the size, structure, price etc upto a maximum borrowings of ₹ 5,000 Crores. The detailed terms and conditions for the offer/ invitation will be determined in consultation with the parties concerned including the intermediaries as may be appointed for the issue/ offer, if any.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in the resolution except Shri S. C. Rathi (LIC Nominee Director) and Shri M.V. Phadke (IDBI Bank Nominee) who may be deemed to be interested in respect of the Non-Convertible Debentures of the Company that might be subscribed by LIC or IDBI Bank.

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

Item No. 13

CREATION OF MORTGAGE/ CHARGE IN FAVOUR OF LENDER(S) FOR THE COMPANY/OTHER ENTITIES/ PERSONS.

The Members of the Company had, by way of Special Resolutions in their Annual General Meeting 27.09.2014 accorded their approval and authorized the Board of Directors to borrow from time to time up to an amount not exceeding ₹ 40,000 Crores and to create mortgage/ charge, as required by lenders from time to time, for the loan facilities so availed/ to be availed upto the said amount pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013. As the Members are aware, the Company by itself/ through its subsidiaries, has undertaken major expansion of its Cement manufacturing capacities and is diversifying and expanding its businesses of power generation and other infrastructure projects including Expressways & development of integrated townships etc.

The facilities so availed within the above mentioned delegated borrowing powers, will be required to be secured by creation of mortgage and / or charge in favour of the lender (s)/Trustee on the assets of the Company, present and future, as may be decided in consultation with the lenders/Trustees, from time to time, for the loan facilities to be availed **not exceeding ₹ 40,000 Crores** for the time being. Since creating mortgage and/ or charge by the Company on its immovable and movable properties, may be regarded as disposal of the Company's properties/ undertaking requiring approval of the Shareholders it is considered expedient to obtain the general

approval of the Shareholders to create security in respect of the borrowings by the Company/ other entities (such as Subsidiaries & Associates)/ persons upto the above limits authorised by the Shareholders, instead of approaching for their approval every time. Section 180(1)(c) and 180 (1) (a) of the Companies Act, 2013 require that the Board of Directors shall not (i) borrow money, where the money to be borrowed, together with money already borrowed by the company, exceeds in aggregate the company's paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business and (ii) sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertakings except with the consent of the company accorded by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except Shri S.C. Rath (LIC Nominee Director) and Shri M.V. Phadke (IDBI Bank Nominee) who may be

deemed to be interested in respect of the borrowings that might be availed by the Company from LIC or IDBI Bank and security that might be created for such facilities.

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

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

MOHINDER PAUL KHARBANDA
Sr. General Manager (Sectl.) &
Company Secretary
(Membership No.: FCS 2365)

Place: NOIDA
Date : November 14, 2015

Regd. Office: Sector 128, Noida-201304,
Uttar Pradesh, India.
CIN: L14106UP1995PLC019017
Telephone:+91 (120) 4963100, 2470800
Fax : +91 (120) 4972160
Website : www.jalindia.com;
E-mail : jal.investor@jalindia.co.in

Location Plan of Jaypee Public School Sector-128, Noida-201 304

