

← To open, insert finger & gently slide it horizontally →

BUSINESS REPLY INLAND LETTER CARD

BR PERMIT NO. - Tech/BR-D(SW)-267

Vasant Vihar Post Office,
New Delhi - 110057

Postage
will be
paid by the
Addressee

No
Postage
necessary
if posted
in India

To,
The Scrutinizer
C/o **JAIPRAKASH ASSOCIATES LIMITED**
63 Basant Lok, Vasant Vihar
New Delhi - 110057

Second Fold दूसरा मोड़

भेजनेवालेका नाम और पता SENDER'S NAME AND ADDRESS

First Fold पहला मोड़

**POSTAL BALLOT FORM
(For Shareholders)**

E-voting Sequence No.:

1	Name(s) of shareholder(s)/ beneficial owner(s) (Including Joint shareholder(s), if any)	
2	Registered address of the sole/first named beneficial owner(s)	
3	Registered Folio No. / DP ID no. * & Client ID no.* (*in case of shares held in demat form)	
4	No. of shares held as on 17-11-2017	

I/We hereby exercise my / our vote in respect of the below mentioned Resolution to be passed through Postal Ballot / e-voting in terms of **Notice dated 15th December, 2017** of the Company [as directed by the National Company Law Tribunal, Allahabad Bench, ("in short NCLT")] by conveying my / our assent (for) or dissent (against) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
"RESOLVED that the Scheme of Arrangement providing for demerger of "SDZ Real Estate Development Undertaking" of Jaiprakash Associates Limited [Transferor Company] and its transfer to and vesting in Jaypee Infrastructure Development Limited [Transferee Company], as a going concern on a slump exchange basis and in accordance with the terms mentioned in this Scheme pursuant to Sections 230-232 and other applicable provisions of the Companies Act, 2013, a copy of which has been circulated with the Notice and also placed on the website of the Transferor Company, be and is hereby approved and the consent is hereby accorded under Sections 230-232 and other applicable provisions of the Companies Act, 2013 and all other enactments, rules, regulations and guidelines, as may be applicable, to the matters included in the Scheme of Arrangement."			

Place :

Date :

(Signature of the Shareholder)

Note : Please read the instructions carefully, as printed below before exercising the vote

INSTRUCTIONS

- NCLT vide its Order dated 8th December, 2017 has directed that the arrangement embodied in the Scheme of Arrangement between Jaiprakash Associates Limited and Jaypee Infrastructure Development Limited and their respective shareholders and creditors be approved by way of Postal Ballot with facility of voting through e-voting, wherever possible.
- Pursuant to Sections 230 - 232 read with Sections 108 and 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, the assent or dissent of the shareholder in respect of the resolution detailed in the Notice dated 15th December, 2017 is being sought through Postal Ballot or e-voting process as per the directions of NCLT.
- The proposed Scheme, if assented to by majority of persons representing three-fourth in value of the shareholders, secured and unsecured creditors of Jaiprakash Associates Limited, shall be considered as passed and the Scheme shall be acted upon only if the number of votes cast by the public shareholders are more than the number of votes cast by them against the Scheme. The proposed scheme shall be subject to sanction by NCLT by an Order.

For shareholders opting for e-voting:

- The Company is pleased to provide the shareholder/beneficial owners (whether holding shares in physical form or in dematerialized form) the facility to exercise their right to vote by electronic means (e-voting) instead of dispatching physical Ballots. For the procedure to be followed for e-voting by shareholder, kindly refer to Notes of the Notice dated **15th December, 2017**.
- The e-voting facility will be available during the following period:

Commencement of e-voting	Thursday, the 21 st December, 2017 (IST 9:00 A.M.)
End of e-voting	Saturday, the 20 th January, 2018 (IST 5:00 PM)

For shareholders opting to vote by Physical Ballot:

- A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer by posting this Business Reply Inland Letter. Postage will be borne and paid by the Company. However, the same, if sent by Speed Post or Registered Post or Courier at the expense of the shareholder will also be accepted. The Business Reply Inland Letter may also be deposited at the address mentioned thereon.
 - There will be one Postal Ballot Form for every Client ID No./Folio No. irrespective of the number of joint holders.
 - Voting rights in the Postal Ballot cannot be exercised by a proxy.
 - The Scrutinizer's decision on any issue arising during the process shall be final and binding.
 - This form should be completed and signed by the shareholder/ beneficial owner. In case of joint shareholder, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder/ beneficial owner and in his absence, by the next named shareholder/ beneficial owner.
 - Incomplete, unsigned, improperly or incorrectly tick marked postal ballot form will be rejected.
 - Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. **5.00 P.M. on Saturday, the 20th January, 2018**. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
 - 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.
 - Shareholders are requested not to send any other paper alongwith the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
 - Postal Ballot Form can also be downloaded from the Company's website at: www.jalindia.com or a request may be sent to the Company's e-mail Id at: jal_postalballot@jalindia.co.in or a signed request may be sent at Secretarial Department, Jaiprakash Associates Limited, 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi 110057 for obtaining Postal Ballot Form.
- Voting rights of shareholder(s) / beneficial owner(s) shall be reckoned on the number of shares registered in the name of the shareholders as on the cut-off date i.e. **17-11-2017**.
 - Kindly note that the shareholders can opt only one mode for voting i.e. either by e-voting or physical ballot. If a shareholder is opting for e-voting, then he/she should not vote by physical ballot and vice versa. However, in case shareholder(s)/ beneficial owner(s) cast their vote both by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done through physical ballot will be treated as invalid.