

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 **Jaiprakash 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> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digit (from the right hand side) CDSL/ NSDL client id / folio number in the PAN field. 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.
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