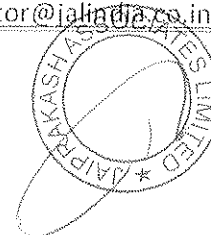
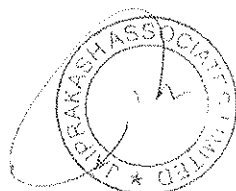


COMPLIANCE REPORT ON CORPORATE GOVERNANCE

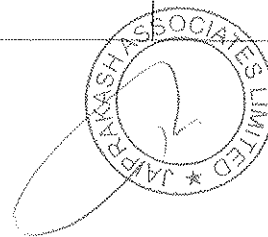
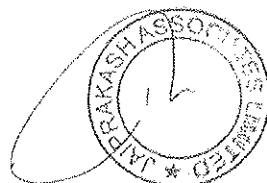
1. Name of Listed Entity – JAIPRAKASH ASSOCIATES LIMITED
2. Year ending - 31st March, 2016

1) Disclosure on website in terms of Listing Regulations Website of the Company – www.jalindia.com		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>Weblink</i>
Details of business	Yes	www.jalindia.com
Terms and conditions of appointment of independent directors	Yes	www.jalindia.com/information.html
Composition of various committees of board of directors	Yes	www.jalindia.com/information.html
Code of conduct of board of directors and senior management personnel	Yes	www.jalindia.com/information.html
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.jalindia.com/shareholderinfo.html
Criteria of making payments to non-executive directors	Yes	www.jalindia.com/shareholderinfo.html
Policy on dealing with related party transactions	Yes	www.jalindia.com/shareholderinfo.html
Policy for determining 'material' subsidiaries	Yes	www.jalindia.com/shareholderinfo.html
Details of familiarization programmes imparted to independent directors	Yes	www.jalindia.com/shareholderinfo.html
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.jalindia.com/shareholderinfo.html
email address for grievance	Yes	jalinvestor@jalindia.co.in &

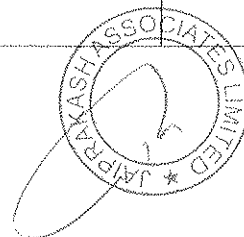
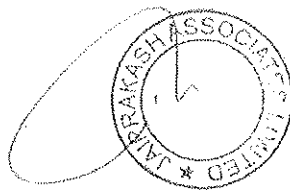


redressal and other relevant details		jal.investor@jalindia.co.in
Financial results	Yes	www.jalindia.com/shareholderinfo.html
Shareholding pattern	Yes	www.jalindia.com/shareholderinfo.html
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-

II) Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A (but the company is complying with the provisions)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A (Will be complied with as and when situation arises)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A (Will be complied with as and when situation arises)
Other Corporate Governance requirements with respect to subsidiary of listed entity.	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors*	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note

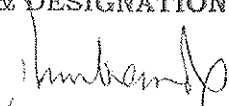
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

* *The meetings of Independent Directors were held on 02.03.2015 for the year 2015 and 31.03.2016 for the year 2016 under regulation 25 (3) & (4) of Listing Obligations & Disclosure Requirements Regulations, 2015.*

III) Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes

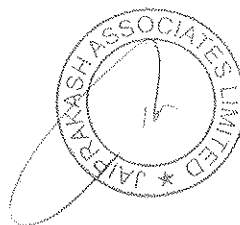
NAME & DESIGNATION


(MOHINDER PAUL KHARBANDA)
 Sr. General manager (Sectl.) &
 Company Secretary



Date: 14.04.16

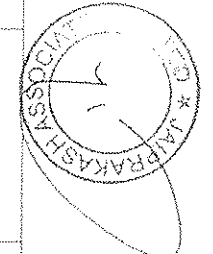
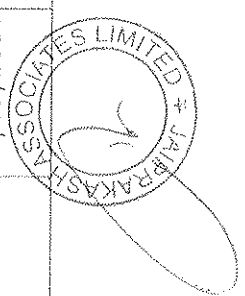
Place: NOIDA



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity – JAIPRAKASH ASSOCIATES LIMITED
2. Quarter ending - 31st March, 2016

I] Composition of Directors										
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) #	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)%		
Mr.	Manoj Gaur	AAOPG1931A & 00008480	Chairperson & Executive Director	31/03/2011	-	3	-	-		
Mr.	Sunil Kumar Sharma	ABKPS1549R & 00008125	Executive Director	18/03/2014	-	3	3	1		
Mr.	Sarat Kumar Jain	AALPJ0409M & 00010073	Non-Executive Director	18/03/2004	-	1	1	1		
Mr.	Suresh Chand Rathi	ABEPR7029N & 02976025	Nominee Director	10/02/2014	-	1	-	-		
Mr.	Madhav Vasant Phadke	AEBPP7698L & 03432453	Nominee Director	10/06/2015	-	1	-	-		
Mr.	Raj Narain Ehardwaj	AAKPB0852D & 01571764	Independent Director	27/09/2014	3 years	6	9	2		
Mr.	Subhash Chandra Bhargava	AACPB7884P & 00020021	Independent Director	27/09/2014	3 years	5	9	1		
Mr.	Basant Kumar Goswami	AAVPG7152Q & 00003782	Independent Director	27/09/2014	3 years	3	5	-		
Ms.	Homaj A. Daruwalla	ABRPD6867E & 00365880	Independent Director	27/09/2014	3 years	3	5	1		
Mr.	Kailash Nath Ehandari	AELPB5635F & 00191219	Independent Director	27/09/2014	3 years	7	6	2		
Mr.	Saush Charan Kumar Patne	AEBPP6122M & 00616104	Independent Director	27/09/2014	3 years	1	4	-		



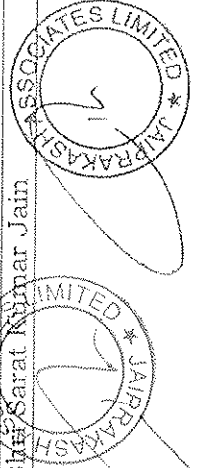
Mr.	Chandra Prakash Jain	AAKJ0890M & 00011964	Independent Director	27/09/2014	3 years	3	8	1
Mr.	Keshav Prasad Rau	ABQPR4165G & 02327446	Independent Director	27/09/2014	3 years	2	1	-
Mr.	Tilak Raj Kakkar	AJFFK4663F & 01425589	Independent Director	12/11/2014	3 years	1	3	-
Mr.	Sunny Gaur	AAYPG7129E & 00008293	Executive Director	31/12/2014	-	1	2	-
Mr.	Pankaj Gaur	AANPG5143P & 00008419	Executive Director	01/07/2014	-	2	1	-
Mr.	Ranvijay Singh	ABKPS1557K & 00020876	Executive Director	14/12/2012	-	1	-	-
Mr.	Rahul Kumar	AASPK1727C & 00020779	Executive Director	31/10/2015	-	1	4	-

Note

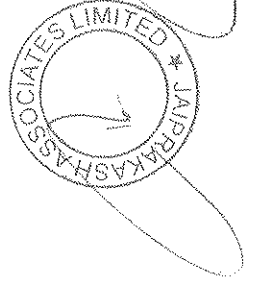
Number of memberships in Audit/Stakeholders' Committee includes the number of posts of Chairperson in Audit/Stakeholders' Committee held by the director in unlisted public companies as well as listed entities.
% No. of Posts of Chairperson held by the Director is included in Second Last Column. i.e. Number of memberships in Audit/Stakeholder Committee(s) including this listed entity.

II) Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Shri R.N. Bhardvaj	Chairperson (Independent Director)
	Shri B.K. Goswami	Independent Director
	Shri S.C. Bhargava	Independent Director
	Shri K.P. Rau	Independent Director
2. Nomination & Remuneration Committee	Shri B.K. Goswami	Chairperson (Independent Director)
	Shri S.C. Bhargava	Independent Director
3. Risk Management Committee (if applicable)	Ms. H.A. Daruwalla	Independent Director
	Shri Manoj Gaur	Chairperson (Chairperson & Executive Director)
4. Stakeholders Relationship	Shri K.N. Bhandari	Independent Director
	Shri Pankaj Gaur	Executive Director
	Shri Rajesh Kumar	Executive Director
	Shri Sarat Kumar Jain	Chairperson (Non-Executive Director)



Committee	Shri Sunil Kumar Sharma Shri Rahul Kumar Shri B.K. Goswami Shri Sunny Gaur Shri Pankaj Gaur Shri Rahul Kumar Shri T.R Kakkar	Executive Director Executive Director Chairperson (Independent Director) Executive Director Executive Director Executive Director Independent Director
5. CSR (Corporate Social Responsibility) Committee		
* Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen		
III) Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14.11.2015	13.02.2016	90 Days (14.11.2015 to 13.02.2016)
	29.02.2016	15 Days
	31.03.2016	30 Days
IV) Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
13.02.2016 (Audit)	Yes (Quorum was present)	14.11.2015
29.03.2016 (Audit)	Yes (Quorum was present)	-
31.03.2016 (Audit)	Yes (Quorum was present)	-
31.03.2016 (Risk Management Committee)	Yes (Quorum was present)	-
01.02.2016 and 02.03.2016 (Stakeholders Relationship Committee)	Yes (Quorum was present)	01.10.2015, 02.11.2015, 01.12.2015 & 17.12.2015
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		



V) Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

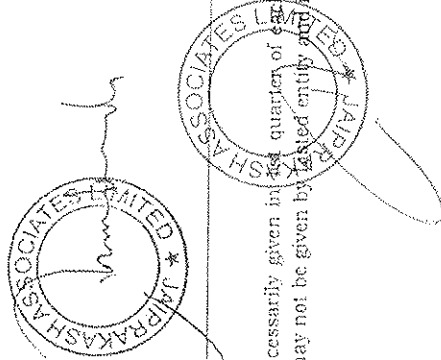
Note
 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 2. If status is "No" details of non-compliance may be given here.

- VI) Affirmations**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
 - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
 - The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**

NAME & DESIGNATION

(MOHINDER PAUL KHARBANDA)
 Sr. General manager (Sect.I.) &
 & Company Secretary

Date: 14.04.16
 Place: NOIDA



Note:
 Information at Table I and II above need to be necessarily given in the quarter of that financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given.