

# JAI PRAKASH ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017

Registered Office: Sector 128, Noida – 201 304, Uttar Pradesh, India

Telephone: +91 (120) 2470800

Corporate Office: 'JA House', 63, BasantLok, VasantVihar, New Delhi - 110 057

Telephone: +91 (11) 49828500 Fax: +91 (11) 26145389

Website: www.jalindia.com; E-mail: jal.investor@jalindia.co.in

## NOTICE OF 23<sup>rd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Jaiprakash Associates Limited will be held on Wednesday, the 30<sup>th</sup> September, 2020 at 12:30 P.M. by way of Video Conferencing (VC)/Other Audio Visual Means ("OAVM") to transact the following business:

### Ordinary Business

#### 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited, Standalone and Consolidated, Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Report of Auditors and the Directors thereon.

#### 2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of **Shri Pankaj Gaur (DIN-00008419)** who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business

#### 3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2020-21

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013, 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), the remuneration of **Rs. 4,55,000/- (Rupees Four Lakh & Fifty Five Thousand only)** plus applicable taxes and reimbursement of out of pocket expenses payable to **M/s J.K. Kabra & Co., Cost Accountants, (Firm's Registration Number 000009)** 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 annexed Statement, for the Financial Year 2020-21, be and is hereby approved and ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

To consider and if thought fit, to pass the following Resolutions as a **Special Resolution**:

#### 4. RE-APPOINTMENT OF SHRI RANVIJAY SINGH, WHOLE-TIME DIRECTOR

**"RESOLVED THAT** pursuant to Section 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, (including any modification(s), or re-enactment(s) thereof as may be made from time to time) and subject to such consents, and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to approval of Lenders conveyed by ICICI Bank Limited, the lead), the approval of the members be and is hereby accorded to the re-appointment of **Shri Ranvijay Singh (DIN-00020876)** as Whole-time Director of the Company for a further period of **three years with effect from 14th December, 2020 to 13th December, 2023** on the remuneration and on the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

**"RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions, if any, 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 Ranvijay Singh, notwithstanding that in any financial year of the Company during his tenure of his 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 authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board be and is

hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable including to make necessary applications, representations to concerned authorities and to settle any question of difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution.”

**5. APPROVAL/ RATIFICATION FOR APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI RAHUL KUMAR, THE THEN WHOLE-TIME DIRECTOR & CFO DURING 31ST OCTOBER 2015 TO 31ST JULY 2017**

“RESOLVED THAT in terms of Section 197 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, (including any modification(s), or re-enactment(s) thereof as may be made from time to time) and approval of the Lenders (the term ‘Lenders’ includes approval of all Lenders) conveyed by ICICI Bank Limited, the lead vide letters dated 07th November, 2016 and 25th August, 2020 and clarification of Ministry of Corporate Affairs vide their letter dated 6th December 2019, the re-appointment of Shri Rahul Kumar (DIN-00020779), the then Whole-time Director & CFO of the Company from 31st October, 2015 to 30th October, 2018 (who resigned from his office w.e.f. 31st July, 2017) and the remuneration paid to him during the said tenure be and is hereby approved and ratified.”

“RESOLVED FURTHER THAT remuneration paid to Shri Rahul Kumar during the above mentioned tenure be and is hereby approved and ratified and no amount be refunded back by Shri Rahul Kumar to the Company as the remuneration paid was in terms of approval granted by the lenders, members and remuneration paid was the minimum remuneration as per the provisions of Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary to give effect to the above resolution.”

**6. APPROVAL/ RATIFICATION OF REMUNERATION TO TWO WHOLE-TIME DIRECTORS VIZ. SHRI PANKAJ GAUR, JOINT MANAGING DIRECTOR (CONSTRUCTION) AND SHRI SUNNY GAUR, MANAGING DIRECTOR (CEMENT), DURING PART OF THE FINANCIAL YEAR 2019-20**

“RESOLVED THAT pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013, as amended, and any other provisions regarding payment of Managerial Remuneration and consequent upon approval accorded by the Lenders (the term ‘Lenders’ includes approval of all Lenders conveyed by ICICI

Bank Limited, the lead), the approval of the members be and is hereby accorded for payment of remuneration to **Shri Pankaj Gaur, Whole-time Director designated as Joint Managing Director (Construction), for the period from 01.04.2019 to 30.06.2019 and Shri Sunny Gaur, the then Whole-time Director designated as Managing Director (Cement) for the period from 01.04.2019 to 30.12.2019**, during part of the Financial Year 2019-20, as per details given in the Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board/any Committee thereof is authorized to do for the purpose of giving effect to this Resolution.”

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

**M.M. SIBBAL**

Place: New Delhi Jt. President & Company Secretary  
Date: 26th August, 2020 FCS: 3538

**NOTES**

**1. AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”):**

Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening and holding the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. **The deemed venue for the AGM shall be the Registered Office of the Company.**

**2. Relevant Statement pursuant to Section 102** of the Companies Act, 2013, relating to the Special Business is annexed hereto. The Board of Directors have considered and decided to include the item No. 3 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

**3. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER**

OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, **THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**

4. **Institutional/ Corporate Members** are requested to send a scanned copy (*pdf/ JPEG format*) of the Board Resolution authorising its representative to attend and vote at the AGM, pursuant to Section 113 of the Act, at [jal.agm2020@jalindia.co.in](mailto:jal.agm2020@jalindia.co.in) with copy to [scrutinizer at atyagi53@gmail.com](mailto:scrutinizer@atyagi53@gmail.com).
5. Since the AGM will be held through VC/OAVM, **the route map** of the venue of the Meeting is not annexed hereto.
6. **The attendance of the Members** attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act
7. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the MCA Circulars No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO//CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, **Notice of the AGM along with the Annual Report 2019-20 is being sent-only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on 28.08.2020.** Members may note that the Notice of AGM and Annual Report 2019-20 will also be available on the Company's website [www.jalindia.com](http://www.jalindia.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

8. For receiving all communication (including Annual Report) from the Company electronically:
  - a) **Members holding shares in physical mode and who have not registered / updated their email address** with the Company are requested to register / update the same by sending a scanned copy of the request letter-to the Company with details of folio number share certificate number, complete address, e-mail address & mobile number and attaching a self-attested copy of PAN card, at [jal.investor@jalindia.co.in](mailto:jal.investor@jalindia.co.in) and to [info@alankit.com](mailto:info@alankit.com)
  - b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
  - c) We urge members to support our commitment to environment protection by choosing to receive their communication through e-mail.

In case of any difficulty/queries in registering the e-mail

address, members may write to [jal.investor@jalindia.co.in](mailto:jal.investor@jalindia.co.in).

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

9. The register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of Act, the register of contracts of arrangement in which the Directors are interested, maintained under section 189 of the Act, the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company and other documents referred to in the Notice, 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. to 1.00 P.M. up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to [jal.agm2020@jalindia.co.in](mailto:jal.agm2020@jalindia.co.in) with the subject line "Jaiprakash Associates Limited 23rd AGM". However the same will be available electronically for inspection by the members during the AGM. [It will be available at the time of AGM only after login and otherwise through request at email id provided]

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

10. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
11. **Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience.** Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the **latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.** Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
12. **Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis.** Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors,

directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.

13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote there-at.
15. Any Member may send his/her request to speak at the AGM for which he/she needs to send request to be registered as a speaker. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. **The Company reserves the right to restrict the number of speakers** depending on the availability of time at the AGM. The Company may, if necessary, also take up views/questions itself instead of allowing him to speak at the AGM.

Members who would like to express their views/ask questions during the AGM have to register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile no. at email id jal.agm2020@jalindia.co.in in advance on or before 26th September, 2020 by 5.00 p.m.

16. Members desiring any additional information on the business of the Company or having any query relating to Financial Statements or any other items of business set out in the Notice of the Meeting must write to **Company's Corporate Office at JA House, 63, Basant Lok, Vasant Vihar, New Delhi - 110 057** or send email at jal.agm2020@jalindia.co.in so as to reach at least seven days before the date of the Meeting to enable the management to keep the information ready. Please note that the questions will be answered only if they hold the shares as on the cut-off date and they are selected by the management from amongst the members who would send their request to speak at the AGM.
17. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

18. The Register of Members and Share Transfer Books will remain closed from Thursday, **the 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)** for the purpose of Annual General Meeting.
19. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors(M/s Rajendra K. Goel & Co., Chartered Accountants, New Delhi), who were appointed in the Annual General Meeting, held on 23rd September, 2017 for five consecutive years.
20. Members who are holding shares in physical form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) i.e. Alankit Assignments Limited and always quote their Folio Numbers in all correspondence with the Company and RTA. In respect of holding of shares in electronic form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
21. Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013 by nominating, in Form SH-13 and any variation/ cancellation thereof can be made by giving notice in Form SH.14 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](http://www.jalindia.com). Form SH-13/14 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.
22. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April 2019. Accordingly, the Company & Company's RTAs have stopped accepting any fresh requests for transfer of shares in physical form. Members holding shares in physical form are requested to avail of the facility of dematerialization before initiating transfer of shares.

Members holding shares in physical mode are requested to submit their Permanent Account Number (PAN) and bank account details to the Company/ Company's RTA, if not registered with the Company/ Company's RTA, as mandated by SEBI, by writing to the Company at [jal.investor@jalindia.co.in](mailto:jal.investor@jalindia.co.in) or to along with the details of Name & Folio no., self-attested copy of PAN card, self-attested scanned copy of Aadhaar Card/ Passport/ Driving Licence / Election Identity Card, bank details viz name of the Bank and branch address, Bank

account number. IFSC & MICR details and a cancelled cheque and also further advised to register nomination in respect of their shareholding in the Company.

SEBI has amended the Listing Regulations disallowing the listed companies from accepting requests for transfer of securities which are held in physical form, with effect from 1st April, 2019. The Members who continue to hold shares in physical form even after this date, will not be able to lodge the securities with the Company/ its RTA for transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the Company/ RTA. Further, the transfer deed(s) once lodged prior to 1st April, 2019 and returned due to deficiency in the document may be relodged for transfer even after 1st April 2019.

23. Under Section 125 read with Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of seven years from the date of declaration, 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. Therefore members are requested to encash their dividend warrants on priority within the validity period. Further, the particulars of unpaid/ unclaimed dividend etc. are uploaded/being uploaded on the Company's website [www.jalindia.com](http://www.jalindia.com) and website of IEPF viz. [www.iepf.gov.in](http://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, as amended.
24. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the members for seven (7) consecutive years or more have to be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2019-20, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed on 12th December, 2019 (For Final Dividend of FY 2011-12).
25. The members whose dividend/ shares are transferred to the IEPF Authority can now claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>. In case the members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
26. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as

amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to members facility to cast their vote electronically through remote e-voting (electronic voting from a place other than venue of AGM) as well as the e-voting system on the date of AGM by **Central Depository Services (India) Limited (CDSL)**.

27. The members, as per the Register of members, on the cut-off date viz. Wednesday, 23rd September, 2020 (at closing hours) 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.
28. 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 e-vote again at the time of AGM.
29. The remote E-voting facility will be available during the following period:

<b>Commencement of Remote E-Voting</b>	<b>9.00 A.M. on Sunday, the 27<sup>th</sup> September, 2020</b>
<b>End of Remote E-Voting</b>	<b>5.00 P.M. on Tuesday, the 29<sup>th</sup> September, 2020</b>

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off-date 23rd September, 2020**, (Closing hours), 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.

### 31. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders / Members".
- Now Enter your applicable User ID/ Login Id, as under:-
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - For members holding shares in Physical Form: "Folio Number" registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/ EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-

in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- 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](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- f) If you are a first time user, then fill up the following details in the appropriate boxes:

For shareholders holding shares in Demat Form and Physical Form

<b>PAN*</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• 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 digits of the sequence number (mentioned in email) in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence No. 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date Of Birth*</b>	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
*If both the details are not recorded with the depository or Company, please enter user 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 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.

- i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant Electronic Voting Sequence Number (EVSN) of "Jaiprakash Associates Limited".
- 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 details.
- 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) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Members can also cast their votes using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from app store and the Windows phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r) **ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS**
  - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in "Corporate" module. Corporates 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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email id [atyagi53@gmail.com](mailto:atyagi53@gmail.com) and to the Company at the email address viz; [jal.agm2020@jalindia.co.in](mailto:jal.agm2020@jalindia.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- s) 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 23rd September, 2020, may follow the same instructions as mentioned above for e-voting. And the person who is not a member as on the cutoff date should treat this Notice for information purpose only.
  - t) Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the date of the 23rd Annual General Meeting of the Company.

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:-**

- u) **The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.**
  - v) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - w) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the **facility of e-voting during the meeting is available only to the shareholders attending the meeting.**
30. The Board of Directors of the Company has appointed **CS Ashok Tyagi, FCS, Practising Company Secretary (COP No. 7322, M. No. F2968) as Scrutinizer and CSMilan Malik, FCS, Practising Company Secretary (COP No. 16614, M. No. FCS 9888) as Alternate**

**Scrutinizer**, to scrutinize the entire E-voting process for ensuing Annual General Meeting in a fair and transparent manner.

31. The Scrutinizers, after scrutinizing will make a Scrutinizer's Report not later than three days of the conclusion of the meeting and submit the same to the Chairman or any other Director so authorized who shall declare the results of the voting on the Resolutions.

The results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered & Corporate Office and will also be hosted on the Company's website link <http://www.jalindia.com/statutorycomm.html> as well as of CDSL e-voting website link <https://www.evotingindia.com/noticeResults.jsp>.

The results shall also be communicated to the NSE & BSE.

32. 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 whom 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. Letter/ reminder as prescribed have been issued to the members to this effect.

33. 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, email 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 help 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 Alankit Assignments Limited.

34. The shareholdings and the number of Board Meetings attended during the year by all the Directors in the Company (including those who are being re-appointed) have been disclosed in the report of Corporate Governance.

(a) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives except as indicated in the respective items.

(b) Information of Director being re-appointed who is retiring by rotation at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2 is as under:

## PARTICULARS OF DIRECTOR RETIRING BY ROTATION

**Shri Pankaj Gaur**, 49, is B.E. (Instrumentation), having around 26 years' rich experience in engineering, construction & cement business. He initially worked in cement business of the Company and since 1999 branched out to Engineering & Construction division. He is designated as Joint Managing Director (Construction) of Jaiprakash Associates Limited since 14th December, 2007 and presently oversees several hydro projects, in India, Nepal and Bhutan for the Company.

Presently, he is a Director on the Boards of Andhra Cements Limited, Jaypee Assam Cement Limited, Sangam Power Generation Company Limited, Jaypee Meghalaya Power Limited, Jaypee Cement Corporation Limited and also Managing Director of Jaypee Arunachal Power Limited. He is a Member of Corporate Social Responsibility Committee of Jaiprakash Associates Limited.

He is a Chairman of (i) Corporate Social Responsibility Committee of Jaypee Cement Corporation Limited (ii) Finance Committee of Andhra Cements Limited.

Shri Pankaj Gaur holds 1,56,750 equity shares in Jaiprakash Associates Limited.

Shri Pankaj Gaur remains mostly at Project Sites of the Company. During the financial year 2019-20, he did not attend any Board Meeting. Shri Pankaj Gaur attended both the Board Meetings held during the current financial year 2020-2021. Shri Pankaj Gaur was paid a remuneration of Rs. 2,72,36,355/- (including PF) during financial year 2019-20.

Shri Pankaj Gaur is not related to any other Director of the Company.

## STATEMENT ANNEXED TO THE NOTICE

### Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts

#### Item No. 3:

### RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2020-21:

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 000009) to conduct the audit of the cost records of Company's applicable businesses in Cement, Construction, Electricity and Real Estate for the Financial Year 2020-21 at a remuneration as mentioned 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 members of the Company. Accordingly, the consent of the members is being sought for ratification of the remuneration of the Cost Auditors for the Financial Year 2020-21.

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 this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

## Item No. 4

### RE-APPOINTMENT OF SHRI RANVIJAY SINGH, WHOLETIME DIRECTOR

As approved by the Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on 27th May, 2020 has approved the re-appointment of Shri Ranvijay Singh, Whole-time Director on his existing terms of remuneration with usual annual increment.

As the members are aware, Ministry of Corporate Affairs vide its Notification no. S.O. 4822(E) and S.O. 4823(E) dated 12th September, 2018 had amended the provisions of Section 197 and Schedule V which details the conditions subject to which minimum remuneration could be paid to a managerial person. In case, the Company has defaulted in payment of dues to bank(s)/ public financial institutions(s), the prior approval of such Lenders is required to be obtained by the Company before obtaining the approval in the general meeting.

On the request of the Company, ICICI Bank Limited, in its capacity as lead Lender, has conveyed 'No Objection' on behalf of the Lenders to the re-appointment of Shri Ranvijay Singh for a period of three years w.e.f. 14th December, 2020 at the last drawn basic salary, perquisites and entitlements as given hereinafter, without annual increment :-

<b>Name</b>	Shri Ranvijay Singh, Whole-time Director
<b>Tenure of appointment</b>	Three years w.e.f. 14.12.2020
<b>Past Remuneration</b>	Basic Salary w.e.f. 14.12.2017= Rs. 10,12,500/-p.m. Pay scale = Rs. 10,12,500 - 1,01,250 - 15,18,750 (with annual increment on April 1 every year starting from 01.04.2018). In addition he was also entitled to the perquisites and other benefits on the similar lines as under proposed remuneration. In view of the financial pressure being faced by the Company, joining the Executive Chairman and other Whole-time Directors of the Company, Shri Ranvijay Singh had also voluntary foregone annual increment (and consequential benefits) due on 1st April, 2019 and 1st April, 2020 besides taking a 35% voluntary cut in salary compensation for financial year (FY) 2020-21 to conserve financial resources of the Company, specially due to the affect of Covid-19 pandemic.
<b>Proposed Remuneration</b>	Basic Salary of Rs.11,13,750/- per month (fixed) Perquisites and entitlements as per details given below:-

**Perquisites and other benefits:**

Besides the above salary, he 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 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.

He shall also be entitled for car, telephone at residence and mobile phone for Company's business at Company's expense.

The Executive Chairman is authorized to fix the inter-se limits of aforesaid Perquisites.

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

A copy each of letters of the Company and of ICICI Bank Ltd. letter no MFG/2019/08/921 dated August 25, 2020 giving No Objection for the re-appointment and payment of remuneration to Shri Ranvijay Singh would be placed before the members in

the material documents for inspection which will be available for inspection at the Registered Office as well as Corporate Office of the Company.

**Brief resume and information as per Schedule V of the Companies Act, 2013 :**

**Shri Ranvijay Singh, 54**, is B.E. (Civil) by qualification and has vast experience of 32 years in the fields of civil engineering, management of construction projects and cement business. Shri Ranvijay Singh gave important contribution as part of senior leadership team while setting up the Group's integrated cement plant in Gujarat, and Bara Thermal power plant in U.P. Presently, he is a Director on the Board of Gujarat Jaypee Cement & Infrastructure Limited, MP Jaypee Coal Fields Limited and Siddharth Utility Private Limited.

He is neither a Chairman nor a member of any of the Committees of the Board of Directors of the companies of which he is a Director.

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

He attended all the four Board Meetings held during FY 2019-20 and was paid a remuneration of Rs. 2,60,71,407/- (including PF) during financial year 2019-20.

**Shri Ranvijay Singh** is not related to any Director of the Company.

**Recommendations of the Board:**

The Board is of the opinion that his appointment is in the best interest of the Company considering his qualification, experience and long association with the Company.

The disclosure, as required in terms of Schedule V to the Companies Act, 2013, are given below:-

**I. General Information of the Company**

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.
	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 (pound) each of Indesign Enterprises Private Limited.

**TABLE A: Financial performance based on given indicators**

Year	Total Revenue	Net Profit	Net Fixed Assets	Total Share Holders' Funds*
	Rs. (Cr.)	Rs. (Cr.)	Rs. (Cr.)	Rs. (Cr.)
2020**	4,687	(-) 892	8,258	7,855
2019**	6,984	(-) 774	8,571	8,753
2018**	6,288	352	8,917	10,331
2017**	6,757	(-) 4,362	18,913	7,559
2016**	9,307	(-)2821	19,360	11,924
2015	11,186	(-)1,279	22,301	18,396
2014	13,327	414	19,843	13,697
2013	13,512	501	18,959	13,332

\*Total Shareholders' Funds include Equity Share Capital and Other Equity/ all reserves and surplus.

\*\*Figures for FY 2020, FY 2019, FY 2018, FY 2017 and FY 2016 are as per Indian Accounting Standards (IND AS) adopted by the Company with effect from 01.04.2015 and Figures for other years are as per earlier Accounting Standards (AS).

## II. Information about the appointee

S. No.	Particulars	Remarks
1.	Background details	As per profile given above.
2.	Past remuneration	As given above
3.	Recognition or awards	N.A.
4.	Job Profile and his suitability	The profile of Shri Ranvijay Singh is given above. Shri Ranvijay Singh is discharging his duties diligently. He is found most suitable for his current assignment and his continued association with the Company is considered to be interest of the Company.
5.	Remuneration Proposed	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)	Since the Company is well diversified in the field of Civil Engineering Construction, Manufacturing & Marketing of cement, Development of Real Estate & Expressways, Hospitality, Sports etc., there are hardly any other comparative organizations available. However in the light of the data available in respect of similar type and size of the Company & the profile of the incumbents, the proposed remuneration is considered to be reasonable.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Pecuniary relationship - No pecuniary relationship except to the extent of Salary & Perquisites. Relationship with the managerial personnel – NIL.

## III. Other Information:

### 1. Reasons of loss or inadequate profits

The Company is a diversified infrastructure Company and its principal business activities include, among others, engineering, construction and real estate development, manufacture and marketing of cement, hospitality and sports management.

- Indian economy has been subdued for quite some time now due to global economic uncertainties, liquidity crisis, volatility in interest rates, currency exchange rates, wide fluctuations in commodity, oil and electricity prices coupled with mounting non-performing assets of banks and variety of other reasons. This resulted in downward performance of industries in general and infrastructure sector in particular. The Company has been operating predominantly in the field of infrastructure development and has also experienced unfavorable financial and operating conditions.
- The prevailing conditions in the Indian economy have impacted in almost all business verticals in which Jaypee Group has been operating. Besides this, the legislative changes, primarily the enactment of Insolvency and Bankruptcy

Code, 2016 also adversely affected the restructuring plans of the Group which were already underway.

- c) The performance of the Company started deteriorating from the financial year 2014-15 due to various reasons beyond control of management which included general economic slowdown, change in Government policy towards hydro power project, lower price realization for cement due to excessive capacity in the market, time overrun leading to cost overrun in projects implemented by the Company due to time taken by various Regulators/Government Departments in giving various clearances/approvals, Coal Block cancellation by the Government for no fault of the Company on development of which it had invested large sums; prolonged litigation hampering the work relating to land acquisition for Yamuna Expressway and real estate developed/being developed by the Company/its subsidiary including various restrictions imposed by National Green Tribunal in respect of Real Estate Projects in Noida where the Company is developing township leading to time and cost overrun.
- d) Consequent upon losses suffered by the Company in the financial year 2014-15 onwards due to the above factors, there has been pressure on liquidity which resulted in delays in meeting the obligations towards lenders and others, though the assets base of the Company remained considerably higher than the liabilities.
- e) Due to Covid-19 Pandemic, all the verticals namely, Engineering & Construction, Cement Business, Real Estate and Hotels/ Hospitality in which the Company has been operating were adversely impacted and thus causing strains on the financials.

## 2. Steps taken or proposed to be taken for improvement

With a view to overcome the aforesaid situation and to continue to fulfill its commitments/obligations towards lenders, in line with the duly approved and publically stated policy of the Company, the Company/Group continues to be focused and committed on reduction of debt through sale of its assets/divestment initiatives to deleverage the company's balance sheet and protect the shareholders value.

- (a) The details of the Group's/Company's various divestment initiatives consummated till now/under progress, for reduction of debt are given below:-

S. No.	Year	Transaction	Consideration/ Enterprise value	Remarks
1.	2014	Sale of Cement Plants in Gujarat, with Capacity of 4.80 MTPA, by Jaypee Cement Corporation Limited (JCCL) (a wholly owned subsidiary)	Rs.3800 crore besides the actual net working capital	Consummated on 12.06.2014
2.	2014	Sale of entire 74% stake in BokaroJaypee Cement Limited (a subsidiary), having a cement plant with operating capacity of 2.10 MTPA	Rs. 667.57 crore	Consummated on 29.11.2014
3.	2015	Sale of 1.5 MTPA Cement Grinding Unit of Company at Panipat, Haryana	Rs. 358.22 crore	Consummated on 27.04.2015
4.	2015	Sale of Baspa-II & KarchamWangtoo Hydro Electric Plants by Jaiprakash Power Ventures Limited (JPVL, then Subsidiary, now Associate of the Company)	Rs. 9700 crore and adjustment for working capital, etc.	on 08.09.2015
5.	2015	Sale of 49 MW Wind Power Plants of the Company (40.25 MW in Maharashtra & 8.75 MW in Gujarat)	Rs. 161 crore approx. plus adjustment for working capital	Consummated on 30.09.2015
6.	2016/2017	Sale of 17.2 MTPA Operative Cement Plants including captive power plants, in U.P., M.P., H.P., Uttarakhand & A.P. (which includes 5.0 MTPA cement plant of JCCL)	Rs.16,189 crore subject to some adjustments	Consummated on 29.06.2017
7.	2017/ 2018	Restructuring of remaining debt	Master Restructuring Agreement with all lenders executed.	Concluded on 31.10.2017

8.	2017/ 2018/ 2019/ 2020	Hive off of the SDZ Real Estate Undertaking to a Special Purpose Vehicle	Scheme of Arrangement for transfer & vesting of assets & liabilities (estimated debt of Rs.11,834 Crores as on 01.07.2017), cleared/ approved by various Regulators/ shareholders/ Creditors of JAL & and the SPV.	Second Motion Petition awaiting sanction by NCLT, Allahabad
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### 3. Expected increase in productivity and profits in measurable terms

As mentioned hereinbefore, the Scheme of Arrangement to hive-off identified Real Estate Undertaking with corresponding liabilities, as agreed with the Lenders under Company's Comprehensive Re-structuring and Re-alignment Plan, to a Special Purpose Vehicle is pending for sanction with Hon'ble NCLT, Allahabad. The Company expects the Scheme to be sanctioned, which will help in reduction of debts and improvement of financials.

The conditions related to the recovery of the Indian infrastructure sector have improved marginally and the Indian Government has, over the past few years, taken certain initiatives in this regard, the Company feels that additional time is required before these initiatives begin to have a tangible positive effect on the financial and operating performance of the Company and its subsidiaries.

It is expected that in near future, with the betterment in Indian economy & business sentiments, the Company's operations will improve leading to increase in productivity and consequently the turnover & profits.

The Board commends the above Resolutions S. No. 4 for approval of the members as a **Special Resolution**.

Except Shri Ranvijay Singh, 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 the Special Resolution.

#### **ITEM No. 5: APPROVAL/RATIFICATION FOR APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI RAHUL KUMAR, THE THEN WHOLE-TIME DIRECTOR & CFO DURING 31ST OCTOBER 2015 TO 31ST JULY 2017**

The members would recall that in the Annual General Meeting held on 24th December, 2015, the re-appointment and payment of remuneration to Shri Rahul Kumar, the then Whole-time Director & CFO for terms of 3 years, from 31st October, 2015 to 30th October 2018 was approved subject to such approvals as might be required.

Accordingly an application was filed vide SRN No. G04020590 dated 25.05.2016 to the Central Government

for approval of re-appointment and remuneration proposed to be paid on re-appointment to Shri Rahul Kumar, as approved by the Nomination & Remuneration Committee (NRC)/Board of Directors of the Company in their meeting held on 8th August, 2015 respectively.

Ministry of Corporate Affairs raised various queries seeking information about the Company's application from time to time. However vide notification dated 12th September, 2016 MCA amended Schedule V - inter alia sub-clause (ii) to second proviso of clause B -section II- Part II read as under:

- (i) the company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person and in case of a default, the company obtains prior approval from secured creditors for the proposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice convening the general meeting;

In terms of the said amendment, approval from the Lenders (the term 'Lenders' includes approval of all Lenders) conveyed by ICICI Bank Limited the lead vide its letter No. MFG/ 2016/11/563 dated 7th November, 2016 was obtained for the reappointment and payment of remuneration to Shri Rahul Kumar.

Despite all the clarification/ information, the Ministry of Corporate Affairs vide its letter No.SRN G04020590/1/2016-CL-VII dated 27.12.2016 directed the Company to seek recovery of entire remuneration paid to all the managerial personnel numbering eight for the period from 1st April, 2014 till 31st October, 2015 as, in the opinion of the Ministry, there had been losses in the Company & also default in repayment of principal, interest etc. in the year 2014-15 & 2015-16.

Further, vide letter No.SRN G04020590/2016-CL-VII dated 27.12.2017, the Ministry rejected the application of Shri Rahul Kumar for the period from 31st October, 2015 to 30th October, 2018, primarily on the ground that the Company had not recovered the excess remuneration from its managerial persons, paid to them during the Financial Years 2014-15 and 2015-16 (Upto 31.10.2015).

It was genuinely felt that the decision of the Central Government directing the Company to recover the entire remuneration paid in the past to all the managerial personnel required reconsidered by MCA. Company made representation in the light of the legal positions highlighted in our letter dated 24th April, 2019 and 19th June, 2019, referred to in our succeeding para. Also, in view of the fact that all the managerial personnel under reference being professionally qualified, were appointed with due approvals of Nomination & Remuneration Committee, Board of Directors as well as Shareholders and were paid remuneration, which was subjected to TDS, for the valuable whole time services actually provided by them to the Company.

The Company approached the Ministry of Corporate Affairs vide our letter dated April 24, 2019 relating the entire matter including the legal position, inter-alia stating that in case of absence or inadequacy of profits in any Financial Year during the tenure of the managerial personnel the remuneration can be paid by the Company without the Central Government approval within the limits prescribed under Schedule V, and the restriction given in second proviso relating to defaults shall be seen with reference to a continuous period of 30 days in the preceding financial year before the date of appointment of such managerial personnel.

In other words, the occurrence of default after the appointment and during the tenure will not be relevant for the purposes of restriction on payment of remuneration within the limits prescribed in Schedule V.

In response to the same, the MCA has given its clarification vide letter No. File No. 5/9/2019 – CL-V dated 6th December, 2019 extract of which are as under:

“That in cases where there were sufficient profits and no default to creditors for a continuous period of thirty days in the preceding financial before the date of appointment of concerned managerial person, recourse to applicable provisions of Section 197 or Schedule V to the Companies Act, 2013 may be taken for action as appropriate.

Further, your kind attention is drawn to the provisions of section 197(9) and 197(10) of the Act, whereby the powers of the Central Government to accord requisite approval to the appointment (except where explicitly provided in Schedule V of the Act) and remuneration of managerial person including waiver stands transferred to shareholders of the company as per notification no. G.S.R. NO.4823 (E) dated 12.09.2018 under the said Act. Therefore, any waiver required may be considered in accordance with relevant provisions of law applicable as on date.”

In view of the above clarification:

1. There is no need for recovery of remuneration from the said 8 KMPs, who were appointed at a time when the Company was in profit and there were no defaults and

thus no recovery of remuneration was required.

2. As per the prevailing provision of Section 197 (9) & (10) of the Companies Act, 2013, Company approached the Lenders for the ratification/ waiver of recovery of remuneration paid to Shri Rahul Kumar, the then Whole-time Director and CFO during the period from **31st October 2015 to 31st July 2017** (the original tenure Shri Rahul Kumar was 31st October, 2015 to 30th October, 2018, but he resigned w.e.f. 31st July, 2017).

Acceding to the Company's request, ICICI Bank vide its letter No. MFG/2019/08/920 dated 25th August, 2020, has given No objection to the waiver of recovery of remuneration paid to Shri Rahul Kumar the then Whole-time Director & CFO for the period from 31st October, 2015 to 31st July, 2017.

A copy each of Company's letters dated 24th April, 2019 and 19th June, 2019 along with MCA letter dated 6th December, 2019 & ICICI Bank letter dated August 25, 2020 would be placed before the members in the material documents for inspection which will be available in the material documents for inspection at the Registered Office as well as Corporate Office of the Company.

The matter is placed before the members for the approval / ratification to remuneration paid to Shri Rahul Kumar, the then Whole time Director & CFO.

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 Resolution No. 5 for approval of the Members as a Special Resolution.

**ITEM No. 6: APPROVAL/RATIFICATION OF REMUNERATION TO TWO WHOLE-TIME DIRECTORS VIZ. SHRI PANKAJ GAUR, JOINT MANAGING DIRECTOR (CONSTRUCTION) AND SHRI SUNNY GAUR, MANAGING DIRECTOR (CEMENT), DURING PART OF THE FINANCIAL YEAR 2019-20**

The members may recall, that at the 22nd Annual General Meeting held on 27th September, 2019, the reappointment of Shri Pankaj Gaur, Whole-time Director designated as Jt. Managing Director (Construction) and Shri Sunny Gaur, Whole-time Director designated as Managing Director (Cement) was approved for a term of 3 year w.e.f. 1st July, 2019 and 31st December, 2019 respectively.

Shri Sunny Gaur has since resigned from the post and his resignation has since been accepted by the Board w.e.f. 4th July, 2020 and accordingly, he has ceased to be Director/ Whole-time Director designated as Managing Director (Cement).

Pursuant to provisions of Section 197 & Schedule V of the Companies Act, 2013, as amended on 12th September 2018, the total managerial remuneration payable by a public company **in respect of any Financial Year** shall not exceed 11% of the Net Profits calculated as per Section 198. Further,

except with the approval of Shareholders by way of a Special Resolution, the total remuneration to all the Whole-time Directors shall not exceed 10% of such Net Profits. Further, where the company has defaulted in payment of dues to any secured creditor, the prior approval of such secured creditor is also required to be obtained before obtaining the approval of Shareholders.

The Company paid under mentioned remuneration to Shri Pankaj Gaur and Shri Sunny Gaur as under:

S. No.	Name of Managerial Person	For the Period	Amount paid (excluding PF)
1.	Shri Pankaj Gaur, Joint Managing Director (Construction)	01.04.2019 to 30.06.2019	Rs.66.15 Lacs approx. (based on Basic Salary of Rs.11,81,250 p.m.)
2.	Shri Sunny Gaur, the then Whole-time Director designated as Managing Director (Cement)	01.04.2019 to 30.12.2019	Rs.226.79 Lacs approx. (based on Basic Salary of Rs.13,50,000 p.m.)

**Note:** Lenders had on 26.08.19 approved same salary (without increment) for both on their re-appointment for 3 years subsequent to tenure mentioned above.

In view of inadequate profits/loss for the FY 2019-20 and delays/default in payment of dues to Lenders during the FY 2019-20, the proposal for approval / ratification of remuneration paid to the above said managerial persons was approved by the Board of Directors in their meetings held on 13th February 2020 and subsequently approval of the lenders was sought.

The Lenders of the Company at the Joint Lenders' Meeting held on 24th August, 2020 considered the request of the Company and authorised ICICI Bank Limited, being the Lead Bank, to issue 'No Objection' to the Company on behalf of the Lenders to the aforesaid **payment of remuneration to Shri Pankaj Gaur and Shri Sunny Gaur for part of the Financial Year 2019-20**. Accordingly, ICICI Bank Limited vide its Letter No. MFG/2019/08/922 dated August 25, 2020 have conveyed their 'No Objection' on behalf of the Lenders, for the said payment of remuneration to managerial persons of the Company for the Financial Year 2019-20. Copy of letter from ICICI Bank Ltd. dated August 25, 2020, will form part of material documents for inspection which will be available for inspection by the members at the Registered Office as well as Corporate Office of the Company.

Except Shri Pankaj Gaur, Shri Manoj Gaur (being brother of Shri Sunny Gaur) and Shri Jaiprakash Gaur (being father of Shri Sunny 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 this Resolution.

The Board commends the Resolution No. 6 for approval of the Members as a **Special Resolution**.

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

**M.M. SIBBAL**

Place: New Delhi  
Date: 26th August, 2020

Jt. President & Company Secretary  
FCS: 3538