

# JAI PRAKASH ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017

**Registered Office:** Sector 128, Noida – 201 304, Uttar Pradesh, India **Telephone:** +91 (120) 2470800

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**Corporate Office:** 64/4, Site 4, Industrial Area, Sahibabad, Distt. Ghaziabad-201010 Uttar Pradesh,

**Telephone:** +91(0120)4963100, 4964100 **Website:** www.jalindia.com; **E-mail:** jal.investor@jalindia.co.in

## NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of **Jaiprakash Associates Limited** will be held on **Saturday, the 24th September, 2022 at 3.30 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, 2022** together with the Report of Auditors and the Directors thereon.

2. To appoint a Director in place of Shri Ranvijay Singh (**DIN 00020876**) who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Shri Ravindra Kumar Singh (**DIN 01859229**) who retires by rotation and, being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** Shri Ravindra Kumar Singh (**DIN: 01859229**), who retire by rotation, be and is hereby re-appointed as the Director of the Company whose term of office shall be determined by retirement of directors by rotation and further considered the fact that Shri Ravindra Kumar Singh age being above 75 years, pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby provided for Shri Ravindra Kumar Singh (**DIN: 01859229**) to continue as Director upon appointment, until the expiry of his term of office as Director of the Company as per provisions of Section 152(6) of the Companies Act, 2013."

### Special Business

#### 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2022-23

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 2022-23, 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."

#### 5. APPOINTMENT OF SHRI NARINDER KUMAR GROVER (DIN- 08543115) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** Shri Narinder Kumar Grover (**DIN-08543115**) who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f 10th August, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Shri Narinder Kumar Grover, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from 10th August, 2022 to 09th August, 2027."

“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.”

**6. APPOINTMENT OF SHRI YAJULU VPS MEDURY (DIN-01752495) AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT Shri Yajulu Vps Medury (DIN-01752495) who was appointed as an Additional Director (in the category of Independent Director) of the Company w.e.f 10th August, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Shri Yajulu Vps Medury, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from 10th August, 2022 to 09th August, 2027.”

“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.”

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

**SANDEEP SABHARWAL**

Vice President & Company Secretary  
ACS: 8370

Place: New Delhi  
Date: 10.08.2022

**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 General Circular No. 02/2022 dated May 05, 2022 in continuation to its earlier General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021 General Circular No. 02/2021 dated January 13, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 33/2020 dated September 28, 2020,

General Circular No. 22/2020 dated June 15, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 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. 4 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.agm2022@jalindia.co.in with copy to scrutinizer at shiv3009@gmail.com.  
  
Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote there-at.
5. Since the AGM will be held through VC/OAVM, **the route map** of the venue of the Meeting is not annexed hereto.
6. Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the date of the 25th Annual General Meeting of the Company.
7. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

In compliance with the aforesaid mentioned MCA Circulars and SEBI Circular No. SEBI/HO//CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, **Notice of the AGM along with the Annual Report 2021-22 is being sent-only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.** Members may note that the Notice of AGM and Annual Report 2021-22 will also be available on the Company’s weblink <http://jalindia.com/notice-of-agm.html> & <http://jalindia.com/annualreports.html>, websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India

Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of AGM is also available on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp>.

8. For receiving all communication (including Annual Report) from the Company electronically:
- 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)
  - Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participant.
  - 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, 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.agm2022@jalindia.co.in](mailto:jal.agm2022@jalindia.co.in) with the subject line "Jaiprakash Associates Limited 25th 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 may join the AGM through Laptops, Smart phones, 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.
11. **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.

12. 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.
13. 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.agm2022@jalindia.co.in](mailto:jal.agm2022@jalindia.co.in) in advance on or before 20th September, 2022 by 5.00 p.m.

14. 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 64/4, Site 4, Industrial Area, Sahibabad, Dist. Ghaziabad 201010 Uttar Pradesh** or send email at [jal.agm2022@jalindia.co.in](mailto:jal.agm2022@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.
15. 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 toll free no. 1800225533.

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, Mafatlal 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 toll free no. 1800225533.

16. The Register of Members and Share Transfer Books will remain closed from **Thursday, 22nd September, 2022 to Saturday, 24th September, 2022 (both days inclusive)** for the purpose of Annual General Meeting.
17. 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.

18. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, the members are advised to dematerialize their holdings.
19. In case of any change in relation to the name, registered address, email id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:
  - a. for shares held in electronic form: to their respective DP; and
  - b. for shares held in physical form: to the Company/ RTA (M/s Alankit Assignments Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no(s).
20. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <http://jalindia.com/investor-servicer-request.html> and on the website of RTA at [www.alankit.com](http://www.alankit.com). Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
21. The particulars of unpaid/ unclaimed dividend etc. are 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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended.
22. 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.
23. 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 May 05, 2022 in continuation to circulars dated June 23, 2021, January 13, 2021, 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 at the

time of AGM by Central Depository Services (India) Limited (CDSL).

24. The members, as per the Register of members, on the cut-off date viz. **Friday, 16th September, 2022** (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.
25. 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.
26. The remote E-voting facility will be available during the following period:

<b>Commencement of Remote E-Voting</b>	<b>Wednesday, 21st September, 2022, at 9.00 AM</b>
<b>End of Remote E-Voting</b>	<b>Friday, 23rd September, 2022, at 5.00 PM</b>

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off-date-16th September, 2022**, the (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.

#### Instruction for E-voting.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

27. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Members are advised to update the details of their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

Type of shareholders	Login Method
	<p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
<b>PAN*</b>	<p>Enter your 10digit 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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of "Jaiprakash Associates Limited".
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 shiv3009@gmail.com and to the Company at email id viz; jal.agm2022@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.

**INSTRUCTIONS FOR MEMBERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:-**

- a) The procedure attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - b) The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - c) 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.
  - d) 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.**
  - e) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
28. The Board of Directors of the Company has appointed **CS Shiv Kumar Gupta, Practising Company Secretary (COP No. 7343, M. No. F1633) as Scrutinizer and CS Milan Malik, FCS, Practising Company Secretary (COP No. 16614, M. No. F9888) as Alternate Scrutinizer**, to scrutinize the entire E-voting process for ensuing Annual General Meeting in a fair and transparent manner.
29. 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://jalindia.com/results-of-agm.html> as well as of CDSL e-voting website link [https://](https://www.evotingindia.com/noticeResults.jsp)

[www.evotingindia.com/noticeResults.jsp](http://www.evotingindia.com/noticeResults.jsp)

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

30. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 16th September, 2022, 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.
31. 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**

Particulars of Shri Ranvijay Singh (DIN: 00020876) and Shri Ravindra Kumar Singh (DIN: 01859229) Directors liable to retire by rotation are as under:

**Ranvijay Singh**

Shri Ranvijay Singh, aged about 56 years, holds a B.E. (Civil) and has vast experience of 34 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 Director on the Board of Gujarat Jaypee Cement & Infrastructure Limited, MP Jaypee Coal Fields Limited, Siddharth Utility Private Limited, Jaypee Assam Cement Limited and Himalyan Expressway Limited.

He is a Member of Finance Committee and Stakeholders Relationship Committee of Jaiprakash Associates Limited.

Shri Ranvijay Singh holds 30,96,874 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 2021- 22 and was paid a remuneration of Rs. 2,00,47,500/- (including PF) during financial year 2021-22.

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

**Ravindra Kumar Singh**

Particulars of Shri Ravindra Kumar Singh (DIN: 01859229) Director liable to retire by rotation are given in the attached statement. at Item No. 3

**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:

Shri Ravindra Kumar Singh (**DIN: 01859229**), Director, retires by rotation, at the ensuing 25th AGM and being eligible, offers himself for re-appointment.

Shri Ravindra Kumar Singh aged 77 years, is B.Sc., B.E. [Hons.] (Civil) from University of Roorkee. Shri Ravindra Kumar Singh has vast experience of over 55 years including 40 years in Indian Railways. Shri Ravindra Kumar Singh retired as Chairman of Railway Board in 2005 and was member of Public Enterprises Selection Board from 2005-2007.

Shri Ravindra Kumar Singh was appointed as Whole time Director on the Board of the Company from 2007-2012 and after completion of tenure of 5 years as WTD, he continued as Director on the Board till May, 2014.

He has contributed in various segments of Jaypee Group viz. Cement Division, Nigrie Power Plant implementation etc.

Presently Shri Ravindra Kumar Singh is Director on the Board of Jaiprakash Agri Initiatives Company Limited and JIL Information Technology Limited.

Shri Ravindra Kumar Singh holds Nil equity shares in Jaiprakash Associates Limited.

Shri Ravindra Kumar Singh attended four Board Meetings held during the current financial year 2021-2022. Shri Ravindra Kumar Singh was paid sitting fee of Rs. 3,00,000/- during financial year 2021-22.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, "No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In order to retain his services backed by his rich experience in various fields, the Board of Directors of the Company recommends a shareholders approval by way of Special Resolution.

Except Shri Ravindra Kumar Singh, being the appointee none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

The Board commends the Resolution for approval of the members by way of a Special Resolution.

## Item No. 4:

### **RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2022-23:**

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 2022-23 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 2022-23.

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. 5 & 6 :

### **APPOINTMENT OF SHRI NARINDER KUMAR GROVER AND DR. YAJULU VPS MEDURY AS INDEPENDENT DIRECTORS OF THE COMPANY**

Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, in its meeting held on 10th August, 2022 appointed Shri Narinder Kumar Grover (DIN- 08543115) and Dr. Yajulu Vps Medury DIN- 01752495) as an Additional Directors (in the category of Independent Directors) of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Shri Grover and Dr. Medury as an Independent Directors of the Company, for a term of 5 (Five) consecutive years w.e.f. 10th August, 2022 to 09th August, 2027.

Shri Grover and Dr. Medury are eligible for appointment as Director(s). The Company has received a Notice from the Members in writing under Section 160(1) of the Act proposing their candidature for the office of Director(s). The Company has also received from Shri Grover and Dr. Medury (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Shri Grover and Dr. Medury have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director(s) of the Company. Shri Grover and Dr. Medury have also confirmed that they are not debarred from holding the office of Director(s) by virtue of any Order passed by SEBI or any such authority. Shri Grover and Dr. Medury are not disqualified from being appointed as Directors in terms of Section 164 of the Act. Shri Grover and Dr. Medury have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the IICA.

### **Brief Profile of DR. YAJULU VPS MEDURY AND NARINDER KUMAR GROVER**

#### **DR. YAJULU VPS MEDURY**

Dr Medury, aged about 65 years, graduated with a B.Tech (Hons) from the Indian Institute of Technology at Kharagpur, and MS & PhD from the University of Wisconsin at Madison, USA.

Dr. Medury started his career with the **British Council, New Delhi, India** overseeing Science & Technology sector projects in India, funded under bilateral aid agreements. He had also served as Chairman & MD with **EdCIL (a Government of India Enterprise)**



and as founding Vice Chancellor of VIT – Vellore.

Dr. Medury had earlier worked with **Jaypee Group** from 2001 to 2014, as COO (Education) with **Jaiprakash Sewa Sansthan** for setting up of 4 Universities across India. Dr Medury joined the **Times of India Group** as Director (Higher Education) and was also the founding Vice-Chancellor of the **Bennett University, Greater Noida**. He was also Director of **Mahindra Ecole Centrale at Hyderabad** and holds membership of CII, FICCI, ASSOCHAM etc. Currently Dr. Medury holds position of Vice Chancellor at **Mahindra University, Hyderabad**.

#### **SHRI NARINDER KUMAR GROVER**

Shri Grover, aged about 61 years, is a members of Institute of Cost and Works Accountants of India & Insurance Institute of India. He did post graduation in MBA (Finance) and Bachelor of Law (LLB) from University of Delhi & MS in Consultancy Management from Birla Institute of Technology (BITS) Pillani. He also hold Post Graduate Diplomas in Labour Laws, Tax Laws, Corporate Laws, Multimodal Transport (Logistics Management) and International Trade Laws.

Shri Grover has worked with **United India Insurance Co. Ltd, Siemens Ltd, as Group General Manager (Finance & Accounts) with Central Warehousing Corporation and also as Managing Director in Central Railside Warehouse Company Ltd**. Presently he is engaged in providing training to IAS probationers in national Institute of Financial Management under Ministry of Finance.

Shri Narinder Kumar Grover and Shri Yajulu Vps Medury do not hold Directorship of any other Company.

In the opinion of the Board, Shri Narinder Kumar Grover and Shri Yajulu Vps Medury are persons of integrity and fulfils the conditions

specified under the Act read with Rules thereunder and the SEBI Listing Regulations for their appointment as an Independent (Non-Executive) Directors of the Company and are independent of the Management.

The terms and conditions of appointment of Shri Narinder Kumar Grover and Shri Yajulu Vps Medury as an Independent Directors would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [jal.investor@jalindia.co.in](mailto:jal.investor@jalindia.co.in)

Shri Narinder Kumar Grover and Shri Yajulu Vps Medury holds NIL & 92,133 Equity Shares respectively in Jaiprakash Associates Limited.

Shri Narinder Kumar Grover and Shri Yajulu Vps Medury are not related to any Director.

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 above Resolution (S. No. 5 & 6) for approval of the Members as a Special Resolution.

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

**SANDEEP SABHARWAL**  
Vice President & Company Secretary  
Place: New Delhi  
Date: 10th August, 2022  
ACS: 8370