

JAIPRAKASH ASSOCIATES LIMITED

CIN : L14106UP1995PLC019017

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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 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of **Jaiprakash Associates Limited** will be held on **Monday, the 29th September, 2025 at 11.30 A.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, 2025, together with the Auditors Report and the Directors' Report thereon and, in this regard, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, consisting of the Balance Sheet as at 31st March 2025, the Statement of Profit & Loss, the Statement of changes in Equity and the Cash Flow Statement for the year ended 31st March 2025 alongwith all the Annexures and the Reports of the Auditors and Directors thereon, as laid before this meeting, be and are hereby received, considered and adopted."

2. RE-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 and, in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder and pursuant to the provisions Section 152(6) of the Companies Act 2013, **Shri Pankaj Gaur (DIN: 00008419)**, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To re-appoint the Statutory Auditors of the Company for the second term of five years from Financial Year 2025-26 to 2029-30 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder and pursuant to the provisions of Sections 139, 142 and other applicable

provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as approved by the Committee of Creditors of the Company constituted pursuant to the provisions of the Insolvency & Bankruptcy Code 2016, M/s. Dass Gupta & Associates, Chartered Accountants, New Delhi (ICAI Firm Registration No. 000112N), be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of 5 years from Financial Year 2025-26 till 2029-30, to hold office from conclusion of this 28th Annual General Meeting (AGM) of the Company till the conclusion of the 33rd AGM of the Company to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as mentioned in the accompanying explanatory statement."

"RESOLVED FURTHER THAT Mr. Bhuvan Madan, the Resolution Professional of the Company (including any person authorized by him) 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."

Special Business

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2025-26

To ratify the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026 and in this regard, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder and 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) and as approved by the Committee of Creditors of the Company constituted pursuant to the provisions of the Insolvency & Bankruptcy Code 2016, 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 as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2025-26, be

and is hereby approved and ratified.”

“**RESOLVED FURTHER THAT** Mr. Bhuvan Madan, Resolution Professional of the Company (including any person authorized by him) 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 SECRETARIAL AUDITORS OF THE COMPANY**

To appoint the Secretarial Auditors of the Company, for the first term of five years from Financial Year 2025-26 to 2029-30 and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder and pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members be and is hereby accorded for appointment of M/s. VKC & Associates, Practicing Company Secretaries, New Delhi (ICSI Firm Registration No. P2018DE077000) as the Secretarial Auditors of the Company for their first term of 5 years from Financial Year 2025-26 till 2029-30, to hold office from conclusion of this 28th Annual General Meeting (AGM) of the Company till the conclusion of the 33rd AGM of the Company to be held in the year 2030, on such terms and conditions including remuneration as mentioned in the accompanying explanatory statement.”

“**RESOLVED FURTHER THAT** Mr. Bhuvan Madan, the Resolution Professional of the Company (including any person authorized by him) 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.”

6. **APPOINTMENT OF SHRI MANOJ GAUR (DIN: 00008480) AS THE DIRECTOR OF THE COMPANY.**

To consider appointment of Shri Manoj Gaur as the Director of the Company and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency and Bankruptcy Code 2016 and the rules and regulations framed thereunder, and pursuant to Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the members be and is hereby accorded to the appointment of Shri Manoj Gaur (DIN : 00008480) as the Director of the Company for a period of one year, i.e. from 1st April, 2025 to 31st March 2026.”

“**RESOLVED FURTHER THAT** the responsibilities/duties of Shri Manoj Gaur, Director of the Company shall be governed by applicable provisions of the Insolvency and Bankruptcy Code 2016, the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.”

7. **PAYMENT OF REMUNERATION TO SHRI MANOJ GAUR (DIN: 00008480) AS DIRECTOR OF THE COMPANY.**

To consider payment of remuneration to Shri Manoj Gaur as the Director of the Company and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder, and in terms of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the members be and is hereby accorded to the remuneration of Shri Manoj Gaur (DIN : 00008480), the Director of the Company, as mentioned in the Statement annexed to the notice, for a period of one year, i.e. from 1st April, 2025 to 31st March, 2026.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act 2013, and the Insolvency & Bankruptcy Code 2016 and subject to such other statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Manoj Gaur, notwithstanding that during the tenure of appointment as the Director, the Company has made no profits or profits are inadequate, as calculated in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder, the Company acting through the Resolution Professional (including any person authorized by him) 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 provisions of the Companies Act, 2013 and within the limits as set out in the Statement annexed to the notice.”

“**RESOLVED FURTHER THAT** Mr. Bhuvan Madan, the Resolution Professional of the Company (including any person authorised by him) be and is hereby authorized to file relevant forms and do all such acts, deeds, matters and things, as may be considered necessary for the purpose of giving effect to this Resolution.”

8. **APPOINTMENT OF SHRI PANKAJ GAUR (DIN: 00008419) AS THE DIRECTOR OF THE COMPANY.**

To consider appointment of Shri Pankaj Gaur as the Director of the Company and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency and Bankruptcy Code 2016 and the rules and regulations framed thereunder, and pursuant to Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the members be and is hereby accorded to the appointment of Shri Pankaj Gaur (DIN : 00008419) as

the Director of the Company for a period of one year, i.e. from 1st July, 2025 to 30th June, 2026.”

“**RESOLVED FURTHER THAT** the responsibilities/duties of Shri Pankaj Gaur, Director shall be governed by applicable provisions of the Insolvency and Bankruptcy Code 2016, the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable laws.”

9. PAYMENT OF REMUNERATION TO SHRI PANKAJ GAUR (DIN: 00008419) AS THE DIRECTOR OF THE COMPANY.

To consider payment of remuneration to Shri Pankaj Gaur as the Director of the Company and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** subject to the provisions of the Insolvency & Bankruptcy Code 2016 and the rules and regulations framed thereunder, and pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the approval of the members be and is hereby accorded to the remuneration of Shri Pankaj Gaur (DIN : 00008419), the Director of the Company, as mentioned in the Statement annexed to the notice, for a period of one year, i.e. from 1st July, 2025 to 30th June, 2026.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act 2013, and the Insolvency & Bankruptcy Code 2016 and subject to such other approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Pankaj Gaur, notwithstanding that during the tenure of appointment as the Director, the Company has made no profits or profits are inadequate, as calculated in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder, the Company acting through the Resolution Professional (including any person authorized by him) 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 provisions of the Companies Act, 2013 and within the limits as set out in the Statement annexed to the notice.”

“**RESOLVED FURTHER THAT** Mr. Bhuvan Madan, Resolution Professional of the Company (including any person authorised by him) be and is hereby authorized to file relevant forms and do all such acts, deeds, matters and things, as may be considered necessary for the purpose of giving effect to this Resolution.”

10. APPOINTMENT OF SHRI NAVEEN KUMAR SINGH (DIN: 00215393) AS THE DIRECTOR OF THE COMPANY.

To consider appointment of Shri Naveen Kumar Singh as the Director of the Company and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency and Bankruptcy Code 2016 and the rules and

regulations framed thereunder, Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the members be and is hereby accorded to the appointment of Shri Naveen Kumar Singh (DIN : 00215393) as the Director of the Company for a period of one year, i.e. from 30th September, 2025 to 29th September, 2026.”

“**RESOLVED FURTHER THAT** the responsibilities/duties of Shri Naveen Kumar Singh, Director shall be governed by applicable provisions of the Insolvency and Bankruptcy Code 2016, the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable laws.”

11. PAYMENT OF REMUNERATION TO SHRI NAVEEN KUMAR SINGH (DIN: 00215393) AS THE DIRECTOR OF THE COMPANY.

To consider payment of remuneration to Shri Naveen Kumar Singh as the Director of the Company and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of the Insolvency & Bankruptcy Code 2016 and the rules and regulations framed thereunder, and pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the approval of the members be and is hereby accorded to the remuneration of Shri Naveen Kumar Singh (DIN : 00215393) as the Director of the Company, as mentioned in the Statement annexed to the notice, for a period of one year, i.e. from 30th September, 2025 to 29th September, 2026.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act 2013, the Insolvency & Bankruptcy Code 2016 and subject to such other approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Naveen Kumar Singh, notwithstanding that during the tenure of appointment as the Director, the Company has made no profits or profits are inadequate, as calculated in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** subject to the provisions of the Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder, the Company acting through the Resolution Professional (including any person authorized by him) 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 provisions of the Companies Act, 2013 and within the limits as set out in the Statement annexed to the notice.”

“**RESOLVED FURTHER THAT** Mr. Bhuvan Madan, the Resolution Professional of the Company (including any person authorised by him) be and is hereby authorized to

file relevant forms and do all such acts, deeds, matters and things, as may be considered necessary for the purpose of giving effect to this Resolution."

For **JAIPRAKASH ASSOCIATES LIMITED**
(Company Under Corporate Insolvency Resolution Process)

SOM NATH GROVER

Place: Noida

Vice President & Company Secretary

Date: 6th September, 2025

FCS: 4055

NOTES

- The Company was admitted to Corporate Insolvency Resolution Process vide Order dated 3rd June, 2024 ("**Insolvency Commencement Date**") of Hon'ble NCLT, Allahabad pursuant to a petition filed by ICICI Bank Ltd. under Section 7 of the Insolvency & Bankruptcy Code ("Code") and pursuant to the same order, the Hon'ble NCLT appointed Mr. Bhuvan Madan as the interim resolution professional of the Company. Mr. Bhuvan Madan has subsequently been confirmed as the resolution professional of the Company ("**Resolution Professional**", which shall be deemed to include the interim resolution professional appointed earlier) in terms of Section 22 of the Code. In terms of Section 17 of the Code, from the Insolvency Commencement Date, the management of the affairs of the Company was vested in the Resolution Professional and the powers of the board of directors of the Company stood suspended and are being exercised by the Resolution Professional.
- The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed herewith.
- In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") up to 30th September 2025, without the physical presence of members at a common venue. Accordingly, 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.**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting and voting at the AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting until the conclusion of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 23rd September, 2025 to Monday, the 29th September, 2025 (both days inclusive).
- Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting by email through its registered email address to jal.investor@jalindia.co.in.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.jalindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, CDSL website and on the website of our RTA – Alankit Assignments Ltd. at www.alankit.com.
- Those Members holding shares in physical form, whose email addresses are not registered with the Company, may register their email addresses by sending, scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to jal.investor@jalindia.co.in. Members holding shares in demat form can update their email addresses with their Depository Participant.

11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.
13. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
14. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
15. (a) SEBI vide notification dated 8th June, 2018 has mandated that except in case of transmission or transposition of securities, request for effecting transfer of shares of a listed company shall not be processed unless the shares are held in dematerialized form with the depository.
- (b) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings.
- (c) SEBI had further mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market vide circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated 20th April, 2018 and has advised that the shareholders holding shares in physical form and whose ledger folios do not have/ have incomplete details with regard to PAN and bank particulars, must compulsorily furnish the requisite details to the Company/Registrar and Transfer Agents(RTA). Accordingly members who are holding shares in physical form are requested to notify the change, if any, in their addresses or bank details to Company's RTA and always quote their folio number in all correspondence with the Company and RTA. In respect of shares held in electronic form, members are requested to notify any change in addresses or bank details to their respective Depository Participants.
16. The members who have cast their votes by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their votes again.
17. The remote e-voting facility will be available during the following period:

Commencement of Remote E-Voting	Friday, the 26th September, 2025 from 9.00 A.M.
End of Remote E-Voting	Sunday, the 28th September, 2025 till 5.00 P.M.

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2025 (closing hours), may cast their votes 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.

18. a) The particulars of unpaid/ unclaimed dividend/ shares etc. are uploaded on the Company's website www.jalindia.com and website of IEPF viz. 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.

- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back 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.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. jal.investor@jalindia.co.in. The company reserves the right to restrict the number of speakers at the AGM, depending on the availability of time for the AGM.
20. CS Neha Jain, Practicing Company Secretary(COP No. 14344, M. No. A-30822) has been appointed as Scrutinizer and CS Milan Malik, Practicing Company Secretary (COP No. 16614, M. No. F-9888) as Alternate Scrutinizer to Scrutinize the voting at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.

INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on 26th September, 2025 from 9.00 A.M. and ends on 28th September, 2025 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository**

Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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. Shareholders 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 for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-Voting period. 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. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 website of CDSL for casting your vote during the e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e mail id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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's website for casting your vote.

Important note: Shareholders 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 CDSL	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. 18002109911.
Individual Shareholders holding securities in Demat mode with NSDL	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.: 022-48867000 and 022-24997000

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

Login method for e-Voting for shareholders other than individual shareholders holding Securities in Demat form:

- The shareholders should Log on to the e-voting website 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 shareholders holding shares in Physical Form: "Folio Number" registered with the Company.
- Thereafter enter the Image Verification code as displayed and Click on "Login" tab.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- If you are a first time user, then fill up the following details in the appropriate boxes:

For Physical shareholders and other than individual shareholders holding shares in Demat Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participants are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.
Dividend Bank Details or Date Of Birth*	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.	

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- Now select the relevant Electronic Voting Sequence Number (EVSN) of "Jaiprakash Associates Limited".
- 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.

- i) 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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS FOR REMOTE E-VOTING ONLY.

- i. 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 as “Corporate” module.
- ii. A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving these 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.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual members 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 and to the Company at the email address viz; jal.investor@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 SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

- 2) 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 e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hot spot 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 kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast 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 EGM/AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO.S ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant(DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 18002109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 or call on 18002109911.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 6TH SEPTEMBER, 2025 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2: Re-appointment of Statutory Auditors of the Company

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

M/s. Dass Gupta & Associates, Chartered Accountants, New Delhi (ICAI Firm Registration No. 000112N) (DGA) were appointed as the Statutory Auditors of the Company by the Members at the 24th Annual General Meeting held on 30th September 2021 for Financial Years 2021-22 to 2024-25 to hold office till the conclusion of 28th AGM to be held in the calendar year 2025.

Accordingly, the present term of DGA expires on conclusion of the ensuing 28th AGM. DGA are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014. DGA have consented to their appointment as the Statutory Auditors and provided the certificate under Section 139 of the Act and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

Accordingly, the proposal for re-appointment of DGA, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 28th AGM till the conclusion of 33rd AGM of the Company to be held in the year 2030, at a remuneration as may be mutually agreed between the Company and the Statutory Auditors from time to time was considered by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016.

The recommendation is based on various factors like People, Audit Methodology, Quality Control, Reputation of the Firm and Knowledge. DGA is a renowned firm of Chartered Accountants and is in practice for last around 55 years and has handled Statutory Audit of many big entities. The firm has 14 number of Full Time CA Partners, 11 number of Full Time CA Employees, more than 50 number of Semi-qualified & Multi-disciplinary Staff and 5 number of DISA & Certified Forensic Audit Partners. The Audit Firm has a valid Peer Review certificate and have the necessary experience to conduct the statutory audit of the Company.

DGA was paid a fee of Rs. 70 lakhs for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, Rs. 7 lakhs for tax audit and Rs. 3 lakhs for certifications (totaling Rs. 80 lakhs) plus applicable taxes

and out-of-pocket expenses on actual. The same fee is proposed to be paid to DGA for the financial year ending March 31, 2026. However, professional fee for the subsequent financial years shall be mutually agreed basis in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the given period. The break-up of overall fees paid to the Statutory Auditors for the financial year ended March 31, 2025 has been provided in the Corporate Governance report.

The Company through the Resolution Professional (including any person authorized by him) may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The resolution set out at Item No. 3 of the accompanying Notice is recommended for approval of the Members by way of an Ordinary Resolution.

Item No. 4:

RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2025-26:

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 for the Financial Year 2025-26 at a remuneration as mentioned in the Resolution was considered by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016.

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 2025-26 subject to the provisions of the Insolvency & Bankruptcy Code, 2016.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The resolution set out at Item No. 4 of the accompanying Notice is recommended for approval of the Members by way of an Ordinary Resolution.

Item No. 5

APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

The Securities and Exchange Board of India vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December 2024, amended Regulation 24A of SEBI (LODR) Regulations, 2015. The amendment mandates listed Companies to appoint Secretarial Auditor, if an Individual, for not more than one term of five consecutive years and if a Firm, for not more than two terms of five consecutive years, subject to approval of Shareholders.

The appointment of M/s. VKC & Associates, Practicing Company Secretaries, New Delhi (ICSI Firm Registration No. P2018DE077000) as the Secretarial Auditors of the Company to hold office from Financial Year 2025-26 till 2029-30, was considered

by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016, subject to approval of Shareholders.

M/s. VKC & Associates is a renowned firm of Company Secretaries which was initially formed as a sole proprietorship in the year 2001 and was later converted into a partnership firm in the year 2017. M/s. VKC & Associates has a rich gamut of experienced professionals with hands-on knowledge and a talent pool of promising bright professionals. The entity offers a wide range of services to suit all needs and believes in giving tailor made solutions. The infrastructural set up of the entity also lends the requisite impetus to take up the varied needs of corporates, both national and international. Clients of VKC & Associates include big corporates, LLPs, Government Bodies, Banks, Financial Institutions, Law Firms, Investment Bankers, Merchant Bankers, HNIs and NGOs & Trusts.

In compliance of Regulation 24A of SEBI (LODR), 2015, M/s. VKC & Associates have confirmed that they hold a valid Peer Review Certificate issued by the ICSI and have not incurred any of the disqualifications as specified by the SEBI. They have also provided their consent for the appointment.

For the financial year 2024-25, a professional fee of Rs. 3.50 lacs (plus re-imbursement of out of pocket expenses) was approved to be paid to M/s. VKC & Associates for the Secretarial Audit and other services and they have agreed to charge the same professional fee for the financial year 2025-26 as per below given break-up:

Secretarial Audit Fee	: Rs. 3.00 lacs
Annul Compliance Report	: Rs. 0.30 lacs
Certification of Non-Disqualification of directors	: <u>Rs. 0.20 lacs</u>
Total	<u>Rs. 3.50 lacs</u>

It is proposed to fix the same professional fee as above for the financial year 2025-26. However, professional fee for the subsequent financial years shall be fixed each year with the mutual consent of the Company and the Secretarial Auditors based on the volume of business transactions and revision on the time scale basis.

The documents related to appointment of M/s. VKC & Associates are available for inspection at both the Registered Office and the Corporate office of the Company. These documents are also accessible on the Company's website.

The above details cover the disclosure required to be made under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The resolution set out at Item No. 5 of the accompanying Notice is recommended for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 6 & 7:

APPOINTMENT AND REMUNERATION OF SHRI MANOJ GAUR (DIN : 00008480) AS THE DIRECTOR OF THE COMPANY.

Shri Manoj Gaur, aged 61 years, holds a Bachelors' Degree in Civil Engineering from the Birla Institute of Technology and

Science, Pilani. Shri Manoj Gaur is one of the Promoters of the Company and has been associated with the Company for last around four decades. He has vast experience in various sectors including cement manufacturing & marketing, infrastructure, real estate, fertilizers, power, hospitality, etc. including over 23 years' experience in Corporate and Finance matters of the Company.

Shri Manoj Gaur has been playing an important role in the affairs of the Company right from the time in 1983 when Company was setting up its first cement plant. Over the years, he has exhibited leadership and resilience as the organization contributed in nation building through its participation in iconic infrastructure projects, cement plants, hydro plants, thermal power plants and other projects which brought glory to India.

However, in the recent times, the Company's growth has been impacted due to adverse economic conditions which prevailed almost for last decade (2011-2020) and then the pandemic affected the Company's operations. However, he has consistently displayed creditable working, led from the front, carrying with him dedicated colleagues with single minded pursuit to retain respectable place amongst admired companies of the country.

Shri Manoj Gaur has been the Managing Director of the Company since 1st April, 2001 (designated as the CEO w.e.f 27th December 2005 and as Executive Chairman & CEO of the Company w.e.f. 27th December 2006) and thereafter re-appointed as the Executive Chairman & CEO from time to time.

Shri Manoj Gaur was last re-appointed as the Executive Chairman & CEO of the Company with effect from 1st April 2024 till 31st March 2025. During the above said tenure, he was paid a total remuneration (including perquisites and provident fund) of Rs. 2.51 crores.

Shri Manoj Gaur is the Chairman of Jaiprakash Power Ventures Limited, Kanpur Fertilizers & Chemicals Limited, JIL Information Technology Limited, Bhilai Jaypee Cement Limited and Jaypee Cement Corporation Limited. He is Vice Chairman of MP Jaypee Coal Limited. He is also a Director on the Board of Jaypee Infra Ventures Private Limited, Indesign Enterprises Private Limited and Jaypee Jan Sewa Sansthan (a not-for-profit private limited company).

He is Chairman of the Risk Management Committee in Jaiprakash Associates Limited and Jaiprakash Power Ventures Limited.

It is proposed to appoint Shri Manoj Gaur as the Director of the Company for a tenure of one year with effect from 1st April 2025.

Pursuant to the provisions of the Insolvency & Bankruptcy Code, 2016 and Section 197 and Schedule V of the Companies Act, 2013 the annual remuneration of Rs. 2.14 crores plus perquisites and provident fund to be paid to Shri Manoj Gaur, Director was considered by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016. Accordingly, it is proposed to appoint Shri Manoj Gaur as the Director of the Company for a tenure of 1 year with effect from 1st April 2025 at an annual remuneration (excluding perquisites and Provident Fund) of Rs. 2.14 crores.

As per the provisions of Schedule V of the Companies Act, 2013 for the purposes of remuneration, the following shall not be included in the value of perquisites:-

- 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; and
- III. Encashment of leave at the end of the tenure as per rules/ policy of the Company.

Besides the aforesaid, he shall also be entitled to car, telephone at residence and mobile phone for Company's business at Company's expense.

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.

Shri Manoj Gaur holds 1,75,900 Equity Shares of the Company.

Shri Manoj Gaur is son of Shri Jaiprakash Gaur, Director and Chairman Emeritus of the Company.

Due to commencement of CIRP, only one meeting of Board of Directors was held during the financial year 2024-25 on 11th May, 2024 and the same was attended by Shri Manoj Gaur.

Shri Manoj Gaur and his relatives may be deemed to be concerned or interested in the Resolutions set out at Item No. 6 and 7 of the Notice with regard to his re-appointment and remuneration. Save and except the above, 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 these Resolutions.

The mandatory information as required by clause (iv) of second proviso given under Para-B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, the SEBI Listing Regulations, 2015 and Secretarial Standard-2 is furnished in the **Annexure-A**.

The Resolution No. 6 as set out in the Notice is recommended to be passed by the shareholders as an Ordinary Resolution and Resolution No. 7 as a Special Resolution.

ITEM NO. 8 & 9

APPOINTMENT AND REMUNERATION OF SHRI PANKAJ GAUR (DIN: 00008419) AS THE DIRECTOR OF THE COMPANY.

Shri Pankaj Gaur, aged 54 years, is B.E. (Instrumentation), having 32 years' 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 has been Joint Managing Director (Construction) of Jaiprakash Associates Limited since 14th December, 2007 (redesignated as Managing Director w.e.f. 30.09.2023) and presently is responsible for several hydro projects in India, Nepal and Bhutan for the Company.

He is associated with various Companies of the Jaypee group, including, as the Whole-Time Director in Jaiprakash Associates Limited and holds Directorship in Jaypee Arunachal Power Limited, Jaypee Meghalaya Power Limited, Sangam Power Generation Company Limited, Jaypee Assam Cement Limited and Jaypee Cement Corporation Limited.

He is Chairman of Corporate Social Responsibility Committee in Jaypee Cement Corporation Limited and member of Corporate Social Responsibility Committee and Risk Management Committee in Jaiprakash Associates Limited.

Shri Pankaj Gaur was last appointed as the Managing Director of the Company with effect from 1st July 2024 till 30th June 2025. The term of Shri Pankaj Gaur as the Director expired on 30th

June, 2025. During the financial year 2024-25, he was paid a total remuneration (including perquisites and provident fund) of Rs. 1.72 crores.

It is proposed to appoint Shri Pankaj Gaur as the Director of the Company for a tenure of one year with effect from 1st July 2025.

Pursuant to the provisions of the Insolvency & Bankruptcy Code, 2016 and Section 197 and Schedule V of the Companies Act, 2013, the annual remuneration of Rs. 1.46 crores (plus provident fund) to be paid to Shri Pankaj Gaur, Director was considered by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016. Accordingly, it is proposed to appoint Shri Pankaj Gaur as the Director of the Company for a tenure of 1 year with effect from 1st July 2025 at an annual remuneration of Rs. 1.46 crores plus provident fund.

Besides the aforesaid, he shall also be entitled to car, telephone at residence and mobile phone for Company's business at Company's expense.

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.

Shri Pankaj Gaur holds 1,56,750 Equity Shares of the Company.

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

On account of the commencement of CIRP, only one meeting of the Directors was held during the financial year 2024-25 on 11th May, 2024 and the same was not attended by Shri Pankaj Gaur.

Shri Pankaj Gaur and his relatives may be deemed to be concerned or interested in the Resolutions set out at Item No. 8 and 9 of the Notice with regard to his appointment and remuneration. Save and except the above, 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 these Resolutions.

The mandatory information as required by clause (iv) of second proviso given under Section-II of Part-II of Schedule-V of the Companies Act, 2013, the SEBI Listing Regulations, 2015 and Secretarial Standard-2 is furnished in the **Annexure-A**.

The Resolution No. 8 as set out in the Notice is recommended to be passed by the shareholders as an Ordinary Resolution and Resolution No. 9 as a Special Resolution.

ITEM NO. 10 & 11

APPOINTMENT AND REMUNERATION OF SHRI NAVEEN KUMAR SINGH (DIN: 00215393) AS DIRECTOR

Shri Naveen Kumar Singh, aged about 49 years, holds a Bachelor's degree in Commerce, with around 28 years' experience in the Engineering and Construction. He has been immensely contributing for growth of the engineering and construction division and power plants of the Jaypee Group. He has been associated with Jaypee Group since 1997 in various capacities, lastly as an Executive President of Jaiprakash Associates Limited.

He has been associated with various Companies of the group as a director on the Board of i.e. Sangam Power Generation Company Limited, Jaypee Cement Corporation Limited, Shivajay Enterprises Private Limited and Jaypee Arunachal Power Limited.

He is member of Stakeholders Relationship Committee in Jaiprakash Associates Limited and member of Audit Committee, Nomination & Remuneration Committee and CSR Committee in Jaypee Cement Corporation Limited.

Shri Naveen Kumar Singh was last appointed as the Whole-Time Director of the Company with effect from 30th September 2024 till 29th September 2025. The term of Shri Naveen Kumar Singh as the Whole-Time Director will expire on 29th September, 2025. During the financial year 2024-25, he was paid a total remuneration (including perquisites and provident fund) of Rs. 1.53 crores.

It is proposed to appoint Shri Naveen Kumar Singh as the Director of the Company for a tenure of one year with effect from 30th September 2025.

Pursuant to the provisions of the Insolvency & Bankruptcy Code, 2016 and Section 197 and Schedule V of the Companies Act, 2013, the annual remuneration of Rs. 1.28 crores (plus provident fund) to be paid to Shri Naveen Kumar Singh, Director was considered by the committee of creditors of the Company in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016. It is proposed to appoint Shri Naveen Kumar Singh as the Director of the Company for a tenure of 1 year with effect from 30th September 2025 at an annual remuneration of Rs. 1.28 crores plus applicable provident fund.

Besides the aforesaid, he shall also be entitled to car, telephone at residence and mobile phone for Company's business at Company's expense.

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.

Shri Naveen Kumar Singh holds 30,88,435 Equity Shares of the Company.

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

On account of commencement of CIRP, only one meeting of the Directors was held during the financial year 2024-25 on 11th May, 2024 and the same was attended by Shri Naveen Kumar Singh.

Shri Naveen Kumar Singh and his relatives may be deemed to be concerned or interested in the Resolutions set out at Item No. 10 and 11 of the Notice with regard to his appointment and remuneration. Save and except the above, 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 these Resolutions.

The mandatory information as required by clause (iv) of second proviso given under Section-II of Part-II of Schedule-V of the Companies Act, 2013, the SEBI Listing Regulations, 2015 and Secretarial Standard-2 is furnished in the **Annexure-A**.

The Resolution No. 10 as set out in the Notice is recommended to be passed by the shareholders as an Ordinary Resolution and Resolution No. 11 as a Special Resolution.

ANNEXURE-A

THE INFORMATION AS REQUIRED BY CLAUSE (IV) OF SECOND PROVISO GIVEN UNDER PARA-B OF SECTION-II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT IN RESPECT OF ITEM NO. 6 TO 11 OF THE NOTICE

I. GENERAL INFORMATION:

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, Power Generation, Manufacture and Marketing of Cement, Hospitality, Real Estate Development 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.		
4	Financial performance based on given indicators			
	(Rs. in crores)			
	Particulars	FY 2022-23	FY 2023-24	FY 2024-25
	Total Revenue (From Continuing & Discontinued Operations)	4552	4353	3407
	Net Profit	(-) 1162	(-) 1536	(-) 4933
	Net Fixed Assets	7078	6911	6461
	Total Shareholders' Fund	5231	3692	(-)1225
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 in the ordinary course.		

II. INFORMATION ABOUT THE APPOINTEES:

S. No.	Particulars	Remarks
1.	Background details	As per the profile given above.
2.	Past remuneration	As given above
3.	Recognition or awards	N.A.

S. No.	Particulars	Remarks
4.	Job Profile and his suitability	The respective job profiles of the appointees have been given as above. The continued association of the proposed appointees in their existing positions is imperative to retain the status of the Company as a going concern, which is one of the prime objectives of Corporate Insolvency Resolution Process (CIRP).
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 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 Companies & 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 their regular Salary & Perquisites. Relationship with the managerial personnel: - Shri Manoj Gaur is son of Shri Jaiprakash Gaur, Director & Chairman Emeritus of the Company. - Shri Pankaj Gaur is not related to any director of the Company. - Shri Naveen Kumar Singh is not related to any director of the Company.

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, manufacturing and marketing of cement, generation of power and hospitality etc.

- The global economic uncertainties, liquidity crisis, ever growing interest rates, currency exchange rates, wide fluctuations in commodity, uncertainties caused due to Russia-Ukraine conflict coupled with mounting non-performing assets of banks and variety of other reasons have severely impacted Indian Economy. The Company has been operating predominantly in the field of infrastructure development and has also experienced unfavorable financial and operating conditions.
- The prevailing conditions have impacted the Company in almost all business verticals in which the Company has been operating. Besides this, unduly long time taken by the courts under Insolvency and Bankruptcy Code, 2016 also adversely affected the restructuring plans of the Company which were already underway.
- 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, 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 huge sums; 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 was developing township leading to time and cost overrun.

- 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.

2. Steps taken or proposed to be taken for improvement

The Company was admitted to Corporate Insolvency Resolution Process vide Order dated 3rd June, 2024 ("Insolvency Commencement Date") of Hon'ble NCLT, Allahabad pursuant to a petition filed by ICICI Bank Ltd. under Section 7 of the Insolvency & Bankruptcy Code ("Code") and pursuant to the same order, the Hon'ble NCLT appointed Mr. Bhuvan Madan as the interim resolution professional of the Company. Mr. Bhuvan Madan has subsequently been confirmed as the resolution professional of the Company ("Resolution Professional", which shall be deemed to include the interim resolution professional appointed earlier) in terms of Section 22 of the Code. In terms of Section 17 of the Code, from the Insolvency Commencement Date, the management of the affairs of the Company was vested in the Resolution Professional and the powers of the Board of Directors of the Company stood suspended and are being exercised by the Resolution Professional. Pursuant to the approval accorded by the Committee of Creditors constituted in accordance with provisions of the Code, the Resolution Professional issued Request for Resolution Plans in the corporate insolvency resolution process of the Company (RFRP). In response to the said RFRP, the resolution professional received certain resolution plans. The resolution plans so received are presently under evaluation and consideration of the Resolution Professional and the Committee of Creditors of the Company. Upon a resolution plan being approved by the Committee of Creditors in terms of the Code, the same shall be put up before the Hon'ble NCLT for its consideration and approval in accordance with the provisions of the Code.

3. Expected increase in productivity and profits in measurable terms

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, which have started showing improvement in the performance of the sector. It is expected that Company's operations may improve leading to increase in productivity and consequently the turnover & profits.

ANNUAL REPORT 2024-25

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS PER REGULATION 36(3) OF SEBI LISTING REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Particulars	Shri Manoj Gaur (appointment as the Director)	Shri Pankaj Gaur (appointment as the Director)	Shri Naveen Kumar Singh (appointment as the Director)
Age	61 Years	54 Years	49 Years
Qualifications	Bachelors' Degree in Civil Engineering from the Birla Institute of Technology and Science, Pilani.	B.E. (Instrumentation)	Bachelor's degree in Commerce
Experience (including expertise in specific functional area)/Brief Resume	<p>Shri Manoj Gaur is one of the Promoters of the Company and has been associated with the Company for around four decades. He has vast experience in various sectors including cement manufacturing & marketing, infrastructure, real estate, fertilizers, power, hospitality, etc. including over 23 years' experience in Corporate and Finance matters of the Company.</p> <p>Shri Manoj Gaur has been playing an important role in the affairs of the Company right from the time in 1983 when Company was setting up its first cement plant. Over the years, he has exhibited leadership and resilience while upholding the values of the organization which contributed in nation building through its participation in iconic infrastructure projects, cement plants, hydro plants, thermal power plants and other projects which brought glory to India.</p>	<p>Shri Pankaj Gaur has 32 years' 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 has been Joint Managing Director (Construction) of Jaiprakash Associates Limited since 14th December, 2007 (redesignated as Managing Director w.e.f. 30.09.2023) and presently responsible for several hydro projects in India, Nepal and Bhutan for the Company.</p>	<p>Shri Naveen Kumar Singh, has around 28 years' experience in the Engineering and Construction. He has been immensely contributing for growth of the engineering and construction division and power plants of the Jaypee Group. He had been associated with Jaypee Group since 1997 in various capacities, lastly as an Executive President of Jaiprakash Associates Limited. Shri Naveen Kumar Singh was appointed as the Whole Time Director of the Company with effect from 30th September 2023. Presently, he was responsible for planning and execution of various E&C Projects.</p>
Terms & conditions of appointment	Being appointed as the Director for a term of 1 year w.e.f. 01.04.2025	Being appointed as the Director for a term of 1 year w.e.f. 01.07.2025	Being appointed as the Director for a term of 1 year w.e.f. 30.09.2025
Date of first appointment of the Board	31.03.1997	30.06.2004	30.09.2023
Shareholding in the Company	1,75,900	1,56,750	30,88,435
Relationship with other Directors/Key Managerial Personnel	Shri Manoj Gaur is son of Shri Jaiprakash Gaur, Director and Chairman Emeritus of the Company.	None	None
Number of meetings of the Board attended during the year 2024-25	1 out of 1	0 out of 1	1 out of 1
Directorships in other Listed Companies	Jaiprakash Power Ventures Limited	None	None
Membership/ Chairmanship of Committees in other Listed Companies	Jaiprakash Power Ventures Limited : Chairman-Risk Management Committee	None	None
Listed entities from which he has resigned in the past three years	Jaypee Infratech Limited	None	None

For **JAIPRAKASH ASSOCIATES LIMITED**
(Company Under Corporate Insolvency Resolution Process)

SOM NATH GROVER

Vice President & Company Secretary

FCS: 4055

Place: Noida

Date: 6th September, 2025