

JAIPRAKASH ASSOCIATES LIMITED

Registered Office: Sector 128, Noida-201304, Uttar Pradesh, India.

CIN : L14106UP1995PLC019017

Telephone: +91 (120) 4609000, 2470800 Fax : +91 (120) 4963122

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

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Jaiprakash Associates Limited will be held on **Wednesday, 28th September 2016 at 11.00 A.M. at Jaypee Public School, Sector 128, Noida, U.P.** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of **Balance Sheet as at 31st March 2016**, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the explanatory notes annexed to and forming part of any of the above documents together with the Report of Auditors and the Directors thereon.
2. To appoint a Director in place of **Shri Sunny Gaur (DIN 00008293)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Rahul Kumar (DIN 00020779)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of **M/s M.P. Singh & Associates**, Chartered Accountants, (Firm Registration No.002183C) as **Statutory Auditors** and in this regard, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of **Section 139 and 142** and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the resolution passed by the Members at the 17th Annual General Meeting held on 27th September, 2014 in respect of appointment of the auditors, **M/s. M.P. Singh & Associates, Chartered Accountants (ICAI Firm Registration No.002183C)** till the conclusion of the 20th Annual General Meeting to be held in

the calendar year 2017, the Company hereby ratifies and confirms the appointment of **M/s. M.P. Singh & Associates**, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company to examine and audit the accounts of the Company on such remuneration for the Financial Year 2016-17 as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

To consider and, if thought fit, to pass, the following Resolutions:

AS ORDINARY RESOLUTION

5. **RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2016-17**

"RESOLVED THAT pursuant to the provisions of **Section 148** and all other applicable provisions 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), **M/s J.K. Kabra & Co., Cost Accountants, (Firm's Registration No. 2890)** appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, as detailed in the Explanatory Statement, for the Financial Year ending 31st March 2017, be paid a remuneration of **₹7,60,000/- plus Service Tax and reimbursement of out of pocket expenses."**

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

AS SPECIAL RESOLUTION

6. **OPTION TO CONVERT LOANS, DEBENTURES OR OTHER BORROWINGS/DEBT OF THE COMPANY INTO EQUITY SHARES/SECURITIES OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Issue of Capital & Disclosure Requirements Regulations, 2009, the Guidelines, Circulars or norms issued by Reserve Bank of India (RBI), applicable and in force, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the RBI, etc., and subject to such invocation communication, direction for conversion of debt into equity shares/ securities subject to such requisite approvals, permissions, sanctions and consents as may be necessary from or issued by such regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, Joint Lenders Forum (“JLF”)/other lenders, etc.) and subject to such conditions and modifications as may be prescribed by any of them while issuing such invocation communication, giving such direction for conversion of debt into equity shares/securities or granting such approvals, permissions, sanctions and consents by the aforesaid bodies which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent of the Company be and is hereby accorded to the Board to accept the option of the Lenders to convert debt into equity shares/securities and to offer, issue and allot, in one or more tranches such number of equity shares of face value of INR 2/- (Indian Rupees Two) each, fully paid up, or preference shares or debentures or other securities as may be agreed with JLF/Lenders (hereinafter called “the Securities”), on preferential basis, at such price, in such manner and on such other terms and conditions, as may be determined in accordance with the RBI Circulars/Guidelines etc. and as may be mutually agreed between the Company and the said JLF/lenders, which the Board shall be empowered to accept in its absolute discretion.”

“RESOLVED FURTHER THAT the equity shares to be allotted and issued to the lenders/ others pursuant to the exercise of the right of conversion as above shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all such decisions, perform all such actions, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable for the above purpose, including to seek listing of equity shares/Securities, to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, Lenders etc.), to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications, including but not limited to share subscription agreements, Listing Agreements, in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

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

MOHINDER PAUL KHARBANDA
Sr. General Manager (Sectl.) &
Company Secretary
(Membership No.: FCS 2365)

Place: New Delhi
Date : 4th July 2016

NOTES

- (i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
- (ii) **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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXY SUBMITTED ON BEHALF OF COMPANY/ BODY CORPORATES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE.**
- A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS, NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY FOR THE ENTIRE SHAREHOLDING AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IN FORM NO. MGT 11 IS ENCLOSED.**
- (iii) **Corporate Member(s)** intending to send their respective Authorized Representative(s) are requested to send a duly certified copy of the Board/Governing Body Resolution to the Company, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
- (iv) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to **inspect the proxies** lodged at any time during the business hours of the Company, provided that not less than three days of Notice in writing is given to the Company.
- (v) Member/ proxies/ authorized representatives should bring the **duly filled up Attendance Slip** enclosed herewith to attend the meeting.
- (vi) All **documents** referred to in the Notice and the accompanying statement, as well as 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. and 1.00 P.M. up to the date of the Annual General Meeting.
- (vii) Copies of the Notice of 19th Annual General Meeting together with the Annual Report, attendance slip, proxy form and route map of the Venue are being sent to the members of the company as on 19th August, 2016, by Electronic mode to the Members whose email addresses are registered with the Company/ Depository Participant(s) and printed copies of the above are being sent by permitted mode to the Members who have not registered their email addresses. Upon request, printed copy of Annual Report will be supplied to the members who received the Annual Report through Electronic Mode.
- The Notice is also available on the website of the Company i.e. www.jalindia.co.in and also on web link of CDSL i.e. <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>.
- (viii) Members who have not registered their email address so far, are requested to **register** their **e-mail address** for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
- (ix) Members who are holding **shares in physical form** are requested to notify the **change, if any, in their respective 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 **shares in electronic form**, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (x) Members can avail of the **nomination facility** in terms of **Section 72** of the Companies Act, 2013 by nominating, in **Form SH-13**, as prescribed in the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. The same can also be downloaded from the Company's website www.jalindia.com. Form SH-13 is to be submitted in duplicate: (a) in case of shares held in physical form, to the Registrar and Transfer Agent (RTA) and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (xi) Members who are still holding shares in physical form are advised to **dematerialize their shareholding** to avail of the benefits of dematerialization which besides others include easy liquidity (since trading is permitted only in dematerialized form) electronic transfer, savings in stamp duty, prevention of forgery, etc.

(xii) Pursuant to Section 205A read with 205C of the Companies Act, 1956 and applicable sub-sections of Section 125 of the Companies Act, 2013, the **dividend amounts which remain unpaid/ unclaimed** for a period of seven years, are required to be transferred to the **Investor Education and Protection Fund (IEPF)** of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Therefore, Members are requested to encash their Dividend warrants on priority within the validity period. Further, the particulars of unpaid/ unclaimed dividend etc. are uploaded/being uploaded on the Company's website www.jalindia.com and website of IEPF viz. www.iepf.gov.in, in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

(xiii) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 [as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015')] and Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting (AGM) by **remote e-voting** and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be **provided by Central Depository Services (India) Limited (CDSL)**.

(xiv) Voting rights shall be reckoned on the Paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date (record date) i.e. Wednesday, 21st September, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting/voting through polling at the venue. A person who is not a member as on the cut-off date (record date), should treat this notice for information purpose only. The Register of Members and Share Transfer Books will remain closed from Thursday the 22nd September, 2016 to Wednesday, the 28th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.

(xv) The facility for **voting through polling** shall be made available at the Annual General Meeting and the members attending the meeting **who have not cast their vote by remote e-voting** shall only be able to exercise their right at the meeting through polling paper.

A Proxy can vote through polling and no voting by show of hands will be allowed at the Meeting.

(xvi) 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 vote on a poll at the Venue.

(xvii) The remote E-voting facility will be available during the following period:

Commencement of Remote E-Voting	9.00 A.M on Sunday, 25th September 2016
End of Remote E-Voting	5.00 P.M on Tuesday, 27th September 2016

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

(xviii) **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**

The procedure and instructions for remote e-voting are as follows:

- a) Log on to the e-voting website www.evotingindia.com.
- b) Click on "shareholders" tab.
- c) Now Enter your applicable **User ID/ Login Id**, as under:-
 - (i) **For CDSL:** 16 digits beneficiary ID,
 - (ii) **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) **For Members holding shares in Physical Form:** "Folio Number" registered with the Company.
- d) Thereafter enter the **Image Verification code** as displayed and Click on "Login" tab.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and had cast your vote earlier for EVSN of any company, then your **existing login id and password** are to be used.
- f) If you are a **first time user**, then fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DoB# OR Dividend Bank Details#	Enter the Date of Birth in dd/mm/yyyy format. Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and the 8 digit of sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first 2 characters of your name in CAPITAL letter. For example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. In case your name is R.K. Sinha, then enter RK00000001. Please do not enter any **prefix like Dr., Col., Mr.** etc in the PAN field (sequence number is printed on the address slip or is mentioned in the e-mail).

If DoB or Dividend Bank Details are not recorded with the depository or Company, please enter User Id/Login Id in the Dividend Bank details field as mentioned in instruction (c) above.

- g) After entering these details appropriately, click on **"SUBMIT"** tab.
- h) **Members holding shares in physical form** will then reach directly to the **Company selection screen**. However, **Members holding shares in demat form** will now reach **'Password Creation'** menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For **Members holding shares in physical form**, the details can be used only for remote e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant **Electronic Voting Sequence Number (EVSN) for Jaiprakash Associates Limited**.

- k) On the voting page, you will see **"Resolution Description"** and against the same, the option **"YES/NO"** for voting. Select the option **"YES"** or **"NO"** as desired. The option **"YES"** implies that you assent to the Resolution and option **"NO"** implies that you dissent to the Resolution.
- l) Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions details.
- m) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- n) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- p) If a demat account holder has forgotten the changed 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) Shareholders can also cast their votes using **CDSL's mobile app m-Voting** available for android based mobiles. The **m-Voting app** can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r) **ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**
 - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - ii. After registering online, scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. The admin login details will be sent by CDSL. After receiving these details, create a compliance user.

- The compliance user would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - s) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date**, may follow the same instructions as mentioned above for e-voting.
 - t) In case of joint holders attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
 - u) Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the **date of the 19th Annual General Meeting** of the Company.
 - v) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") or e-voting manual available at www.Evotingindia.com or contact Mr. Rakesh Dalvi, Deputy Manager of Central Depository Services (India) Limited, P.J Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001, Phone No. 18002005533, E-mail ID helpdesk.evoting@cdslindia.com.
 - w) Shri M.L. Arora, Practicing Company Secretary (Membership No. FCS 319) has been appointed as the Scrutinizer and Shri Shiv Kumar Gupta, Practicing Company Secretary (Membership No. FCS 1633) as alternate scrutinizer, to scrutinize the remote E-voting and Polling at the ensuing Annual General Meeting in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given the consent for appointment and will be available for the said purpose.
 - x) The Scrutinizers, after scrutinizing the vote cast at the meeting (Polling) and through remote e-voting will make a consolidated 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**.
- The results declared along with the consolidated Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered & Corporate Office and shall be placed on the website of the Company www.jalindia.co.in and on web link of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>. The results shall also simultaneously be communicated to the Stock Exchanges.
- (xix) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent (by sending duly filled Email PAN Registration Updation Form from Company's website).
 - (xx) Members or their respective proxies are requested to:
 - (a) **Bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;**
 - (b) **Note that no gifts/coupons shall be distributed at the Annual General Meeting; and**
 - (c) **Quote their Folio/Client ID & DP ID No. in all correspondence.**
 - (xxi) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in Company's Records which will held the Company and the Company's Registrar and Transfer Agents – **Alankit Assignments Limited (AAL)** to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL.
 - (xxii) Any query relating to Financial Statements or any other items of business set out in the Notice of the Meeting must be sent to the

Company's Registered Office at Sector 128, Noida – 201 304, U.P. so as to reach **at least seven days before the date of the Meeting**. The envelope may please be super scribed **"AGM QUERIES – Attn.: Shri M.P Kharbanda, Sr. General Manager (Sectl.) & Company Secretary**.

- (xxiii) (a) The shareholdings and the number of Board Meeting attended during the year by all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the report of Corporate Governance.
- (b) 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 Shri Sunny Gaur, who is brother of Shri Manoj Gaur, Executive Chairman & CEO.
- (c) **Additional Details** in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government, **in respect of the Directors retiring by rotation** and proposed to be re-appointed are given below:

PARTICULARS OF DIRECTORS RETIRING BY ROTATION

(a) SHRI SUNNY GAUR

Shri Sunny Gaur, aged about 47 years, is a graduate having 25 years' experience in various aspects of the cement business, including setting up, operation and maintenance of cement plants, finance, accounts and general administration.

He is Managing Director (Cement) of Jaiprakash Associates Ltd. He is Chairman of Jaiprakash Agri Initiatives Company Limited & Bhilai Jaypee Cement Limited. He is Managing Directors of Jaypee Healthcare Limited. He is Director on the Boards of Prayagraj Power Generation Company Limited, Himalyaputra Aviation Limited, Jaypee Assam Cement Limited, Kanpur Fertilizers & Cement Limited, MP Jaypee Coal Limited, MP Jaypee Coal Fields Limited, Madhya Pradesh Jaypee Minerals Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Indesing Enterprises Private Limited, Jaypee Mining Ventures Private Limited & Ceekay Estates Private Limited.

He is Member of Restructuring Committee & CSR (Corporate Social Responsibility) Committee of the Company. He is Chairman

of Allotment & Share Transfer Committee and Remuneration Committee of Madhya Pradesh Jaypee Minerals Ltd. Further, he is a Member of Nomination & Remuneration Committee of Prayagraj Power Generation Company Ltd., Member of Audit Committee of MP Jaypee Coal Ltd. and Madhya Pradesh Jaypee Minerals Ltd.

He joined the Board of the Company w.e.f. 16.01.1998.

Shri Sunny Gaur holds 238,045 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 has drawn ₹ 1.94 Crore during the FY 2015-16 and his proposed remuneration is as per existing terms and conditions.

Shri Sunny Gaur is brother of Shri Manoj Gaur, Executive Chairman & CEO of the Company. He attended 5 Board Meetings out of 7 held during financial year 2015-16.

(b) SHRI RAHUL KUMAR

Shri Rahul Kumar, aged about 48 years, is a qualified rank holder Chartered Accountant, has experience of over 24 years in the fields of Finance, Accounts and Corporate Planning. He also holds position of Chief Financial Officer and controlling the Finance Functions since 2010. Besides that, he also looks after marketing functions of cement, Real Estate and cement sale accounting. He joined the Board of the Company w.e.f. 31.10.2010.

He is Managing Director of Bhilai Jaypee Cement Limited and Director of Gujarat Jaypee Cement & Infrastructure Limited, Jaypee Fertilizers & Industries Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee Assam Cement Limited, Sonebhadra Minerals Pvt. Limited, RPJ Minerals Pvt. Limited and Jaypee Ganga Infrastructure Corporation Limited. He is also Chairman of Rock Solid Cement Limited & Sarveshwari Stone Products Pvt. Limited.

He is Chairman of (i) Allotment and Shares Transfer Committee of Bhilai Jaypee Cement Limited and Gujarat Jaypee Cement & Infrastructure Limited, Member of (ii) Audit Committee of Jaypee Fertilizers & Industries Limited and Member of (iii) Stakeholders Relationship Committee (iv) Finance Committee, (v) Restructuring Committee (vi) CSR Committee, (vii) Risk Management Committee and (viii) Committee for Statutory Policies of the Company.

Shri Rahul Kumar was appointed as Whole-time Director and CFO w.e.f. 31.10.2010 for five years and again w.e.f. 31.10.2015 for three

years. (subject to regulatory approvals, if any). He has drawn ₹ 1.35 Crore during the FY 2015-16 and his proposed remuneration is as per existing terms and conditions.

He holds 1,50,750 Equity Shares in the Company. He attended all the 7 Board Meetings held during the financial year 2015-16.

STATEMENT ANNEXED TO THE NOTICE

The following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 sets out the material facts relating to the special business mentioned in the accompanying Notice.

Item No. 5 :

APPROVAL OF REMUNERATION OF THE COST AUDITOR

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 2890) to conduct the audit of the cost records of Company's applicable business such as Cement, Construction, electricity, Real Estate Development, etc. for the Financial Year ending 31st March 2017 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 shareholders of the Company. Accordingly, consent of the members is being sought for ratification of the remuneration of the Cost Auditors for the Financial Year ending 31st March 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the resolution for your approval as an **Ordinary Resolution**.

Item No. 6:

OPTION TO CONVERT LOANS, DEBENTURES OR OTHER BORROWINGS/ DEBT OF THE COMPANY INTO EQUITY SHARES/ SECURITIES OF THE COMPANY

As the Members are aware, the Company from time to time has availed the financial assistance, loans, debentures and other borrowings of any kind (**Debt**) from Financial Institutions/ Banks/ other lenders (**Lenders**) after obtaining general approval from shareholders under Section 42, 71 & 180(1)(c) of the Companies Act, 2013 (**Act**) for the purposes set forth in the respective financing documents signed by the Company with the Lenders.

Recessionary trend in the Construction / Infrastructure Sectors during the last few years coupled with setbacks in timely monetization of some of the assets of the Company resulted in cash flow mismatch leading to some delays in honouring the debt obligations.

The Lenders may consider an option to convert their loan/credit facilities (including the unpaid interest) in full or part thereof, into Equity Shares/Securities of the Company, in terms of the RBI Guidelines and desire that the Company should obtain the approval of the shareholders by way of special resolution under the provision of Sections 62(3) and 42 of the Companies Act, 2013, to issue Equity Shares/Securities against the outstanding amount of loan or debentures, in full or part thereof.

Accordingly, in order to enable the Company to issue and allot Equity Shares/Securities to the Lenders for the conversion of their Debt (in part or full) into Equity Shares/Securities at such price as permitted under the RBI guidelines, SEBI regulations, etc. & as agreed to between the Company and the Lenders, a Special Resolution as mentioned at Item No. 6 is required to be approved by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be interested in respect of this Resolution, except that the nominees of LIC & IDBI on the Board of the Company, as representative of LIC and IDBI respectively, may be deemed to be interested as such.

The Board commends the resolution for your approval as a **Special Resolution**.

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

MOHINDER PAUL KHARBANDA
Sr. General Manager (Sectl.) &
Company Secretary
(Membership No.: FCS 2365)

Place: New Delhi
Date : 4th July 2016

Regd. Office: Sector 128, Noida-201304,(U.P.),India.
CIN: L14106UP1995PLC019017
Telephone:+91 (120) 4609000, 2470800
Fax : +91 (120) 4609464, 4609496
Website : www.jalindia.com;
E-mail : jal.investor@jalindia.co.in

**JAIPRAKASH
ASSOCIATES LIMITED**

CIN : L14106UP1995PLC019017

Registered & Corporate Office : Sector 128, NOIDA 201304 (U.P), India
Telephone: +91 (120) 4609000, 2470800 ; **Fax :** +91 (120) 4963122
Website : www.jalindia.com; **E-mail :** jal.investor@jalindia.co.in



ATTENDANCE SLIP

DP ID	Folio No./Client ID	No. of Shares
-------	---------------------	---------------

Name(s) and address of the member / proxy in full : _____

I/We hereby record my/our presence at the **19th Annual General Meeting** of the Company to be held on **Wednesday, September 28, 2016 at 11.00 A.M.** at Jaypee Public School, Sector – 128, NOIDA - 201 304 (U.P), India.

MEMBER PROXY

Signature of member / Proxy

**JAIPRAKASH
ASSOCIATES LIMITED**

CIN : L14106UP1995PLC019017

Registered & Corporate Office : Sector 128, NOIDA 201304 (U.P), India
Telephone: +91 (120) 4609000, 2470800 ; **Fax :** +91 (120) 4963122
Website : www.jalindia.com; **E-mail :** jal.investor@jalindia.co.in



FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L14106UP1995PLC019017
Name of the Company	JAIPRAKASH ASSOCIATES LIMITED
Registered Office	Sector 128, NOIDA 201304 (U.P), India Telephone: +91 (120) 4609000, 2470800; Fax : +91 (120) 4963122 Website : www.jalindia.com; E-mail : jal.investor@jalindia.co.in
Name of the Member(s)	
Registered address	
E-mail ID	
DP ID No. and Client ID No. / Folio No.	

I/We, being the member(s) holding Shares of the above named Company, hereby appoint

1.	Name		
	Address		
	E-Mail ID		Signature

or failing him

2.	Name		
	Address		
	E-Mail ID		Signature

or failing him

3.	Name		
	Address		
	E-Mail ID		Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **19th Annual General Meeting** of the Company, to be held on **Wednesday, 28th September, 2016 at 11.00 A.M.** at Jaypee Public School, Sector 128, Noida 201 304 (U.P.), India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1	To receive, consider & adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of Balance Sheet as at 31st March, 2016 , the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Auditors and Directors thereon.
2	To appoint a Director in place of Shri Sunny Gaur (DIN: 00008293) , who retires by rotation and, being eligible, offers himself for re-appointment.
3	To appoint a Director in place of Shri Rahul Kumar (DIN: 00020779) , who retires by rotation and, being eligible, offers himself for re-appointment.
4	To ratify the appointment of M/s. M P Singh & Associates, Chartered Accountants (Firm Regn. No. 002183C), as Statutory Auditors
Special Business	
5	Ratification of remuneration of the Cost Auditor for the Financial Year 2016-17 (Ordinary Resolution)
6	Approval of option to convert Loans, Debentures or other Borrowings/Debt of the Company into Equity Shares/Securities of the Company. (Special Resolution)

Signed this _____ day of _____ 2016

Signature of Member _____ Signature of Proxy holder(s) _____

Affix
Revenue
Stamp
of Re.1.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.

Location Plan of Jaypee Public School Sector-128, Noida-201 304

