

## JAIPRAKASH ASSOCIATES LIMITED

**DECLARATION OF RESULTS OF VOTING (REMOTE E-VOTING AS WELL AS VOTING BY POLL) IN RESPECT OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JAIPRAKASH ASSOCIATES LIMITED HELD ON WEDNESDAY, 28<sup>TH</sup> SEPTEMBER 2016 AT 11.00 A.M. AT JAYPEE PUBLIC SCHOOL, SECTOR - 128, NOIDA - 201304 (U.P.).**

On the basis of the Reports submitted by **Shri M.L. Arora, Practising Company Secretary (Membership No. FCS 319) as the Scrutinizer and Shri Shiv Kumar Gupta, Practising Company Secretary (Membership No. FCS 1633) as Alternate Scrutinizer**, appointed by the Board of Directors in their Meeting held on 28<sup>th</sup> May 2016 for the purpose of Scrutinizing the remote e-voting, which started on **25<sup>th</sup> September 2016 (from 9.00 A.M.) and ended on 27<sup>th</sup> September 2016 (till 5.00 P.M.)**, and the Poll process, which was conducted on **Wednesday, 28<sup>th</sup> September 2016** at the 19<sup>th</sup> Annual General Meeting of the Company, in a fair and transparent manner,

I declare the Results of the voting on the Resolutions by the Members of the Company as contained in the Notice of Annual General Meeting dated 4<sup>th</sup> July 2016 as follows:

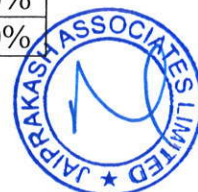
### **Resolution No. 1 (Ordinary Resolution)**

**To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of the 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 the Auditors and Directors thereon.**

### **Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of the 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 the Auditors and Directors thereon be and are hereby received, considered and adopted."

Total votes	2,43,24,56,975
Total votes cast	1,27,71,51,335
Total Invalid votes	1,000
Total valid votes cast	1,27,71,50,335
Total votes cast in favour of the Resolution	1,27,71,12,348
Total votes cast against the Resolution	37,987
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%



Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as **Ordinary Resolution**.

**Resolution No. 2 (Ordinary Resolution)**

**To appoint a Director in place of Shri Sunny Gaur (DIN 00008293), who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution:**

**"RESOLVED THAT** Shri Sunny Gaur (DIN 00008293), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Total votes	2,43,24,56,975
Total votes cast	1,27,94,57,900
Total Invalid votes	1,000
Total valid votes cast	1,27,94,56,900
Total votes cast in favour of the Resolution	1,12,52,88,713
Total votes cast against the Resolution	15,41,68,187
%age of valid votes cast in favour of the Resolution	87.95%
%age of valid votes cast against the Resolution	12.05%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as **Ordinary Resolution**.

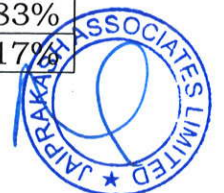
**Resolution No. 3 (Ordinary Resolution)**

**To appoint a Director in place of Shri Rahul Kumar (DIN 00020779), who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution:**

**"RESOLVED THAT** Shri Rahul Kumar (DIN 00020779), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Total votes	2,43,24,56,975
Total votes cast	1,27,93,05,750
Total Invalid votes	1,000
Total valid votes cast	1,27,93,04,750
Total votes cast in favour of the Resolution	1,26,43,14,251
Total votes cast against the Resolution	1,49,90,499
%age of valid votes cast in favour of the Resolution	98.83%
%age of valid votes cast against the Resolution	1.17%



Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as an **Ordinary Resolution**.

**Resolution No. 4 (Ordinary Resolution)**

**To ratify the appointment of M/s. M.P. Singh & Associates, Chartered Accountants (Firm Registration No. 002183C), as Statutory Auditors.**

**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 17<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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.”

Total votes	2,43,24,56,975
Total votes cast	1,27,94,57,750
Total Invalid votes	1,000
Total valid votes cast	1,27,94,56,750
Total votes cast in favour of the Resolution	1,27,93,29,217
Total votes cast against the Resolution	1,27,533
%age of valid votes cast in favour of the Resolution	99.99%
%age of valid votes cast against the Resolution	0.01%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as an **Ordinary Resolution**.

**Resolution No. 5 (Ordinary Resolution)**

**Ratification of the Remuneration of Cost Auditor for the Financial Year 2016-17.**

**Resolution:**

**“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 Number 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 31<sup>st</sup> March 2017, be paid a remuneration of **Rs. 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."

Total votes	2,43,24,56,975
Total votes cast	1,27,94,57,400
Total Invalid votes	1,000
Total valid votes cast	1,27,94,56,400
Total votes cast in favour of the Resolution	1,27,93,10,948
Total votes cast against the Resolution	1,45,452
%age of valid votes cast in favour of the Resolution	99.99%
%age of valid votes cast against the Resolution	0.01%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 6 (Special Resolution)**

#### **Approval of Option to convert Loans, Debentures or other Borrowings/ Debt of the Company into Equity Shares/Securities of the Company**

#### **Resolution:**

**"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 the 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 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 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 the 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, 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."



Total votes	2,43,24,56,975
Total votes cast	1,27,94,57,900
Total Invalid votes	1,000
Total valid votes cast	1,27,94,56,900
Total votes cast in favour of the Resolution	1,12,67,07,952
Total votes cast against the Resolution	15,27,48,948
%age of valid votes cast in favour of the Resolution	88.06%
%age of valid votes cast against the Resolution	11.94%

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer dated **28<sup>th</sup> September 2016**, all Resolutions as set out in the Notice of the 19<sup>th</sup> Annual General Meeting, have been duly approved by the Members with requisite majority and such resolutions are deemed to be passed as on the date of the Annual General Meeting of the Company i.e. **28<sup>th</sup> September 2016**.

The Results along with the Scrutinizer's Report shall be placed on Company's Website, [www.jalindia.com](http://www.jalindia.com) and Notice Board of the Company at the Registered / Corporate Office and Delhi Office. The results shall also be placed at Website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and the same shall be submitted to NSE & BSE.

**For JAIPRAKASH ASSOCIATES LIMITED**

**(MANOJ GAUR)**  
**Executive Chairman**  
**DIN: 00008480**



Place: Noida  
Date: 28<sup>th</sup> September 2016.

## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and amended thereto and Regulation 44 of SEBI ( Listing Obligations & Disclosure Requirements) Regulations, 2015]*

28<sup>th</sup> September 2016

To,  
The Chairman  
19<sup>th</sup> Annual General Meeting  
of Equity Shareholders of  
Jaiprakash Associates Limited  
Sector-128, Noida- 201 304, U.P.

Dear Sir,

**Sub. : Consolidated Report of the Scrutinizer and Alternate Scrutinizer on remote e-voting and polling conducted at the 19<sup>th</sup> Annual General Meeting of Jaiprakash Associates Limited held on Wednesday, 28<sup>th</sup> September 2016 at 11.00 A.M and concluded at 12.30 P.M at Jaypee Public School, Sector – 128, Noida – 201301 (U.P.).**

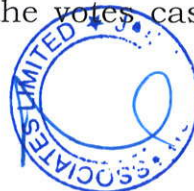
1. We, **CS M.L. Arora, Practising Company Secretary (Membership No. FCS 0319)** and **CS Shiv Kumar Gupta, Practising Company Secretary (Membership No. FCS 1633)** have been appointed as Scrutinizer and Alternate Scrutinizer respectively for the 19<sup>th</sup> Annual General Meeting (“AGM”) of the Equity Shareholders of Jaiprakash Associates Limited (“JAL”) held on **Wednesday, 28<sup>th</sup> September 2016 at 11.00 A.M.** at Jaypee Public School, Sector 128, Noida 201304, U.P. for the purpose of:

(i) Scrutinizing the voting through remote e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act, 2013 (“**The Act**”) read with Rule 20 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (“**The Rules**”) and also in terms of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and

(ii) Scrutinizing the Polling process at AGM, in a fair and transparent manner under the provisions of Section 109 of the Act read with Rule 21 of the Rules,

in respect of the Resolutions proposed in the Notice of AGM dated **4<sup>th</sup> July 2016 (“The Notice”)**.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the resolutions contained in the Notice of AGM of the Equity Shareholder of the Company. Our responsibility as a Scrutinizer and Alternate Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to making a Scrutinizer's Report of the votes cast in “Favour” or “Against”



the resolutions, based on the Reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facilities and voting through poll conducted at the AGM.

3. The Shareholders of the Company holding shares as on the 'cut-off date' (record date) i.e. **Wednesday, 21<sup>st</sup> September 2016** were entitled to vote on the Resolutions as contained in the Notice of the Annual General Meeting.
4. We have today issued two separate Scrutinizer's Report dated **28<sup>th</sup> September 2016** on the remote e-voting and Polling (voting by poll) at the AGM.
5. The Consolidated Report on the results of remote e-voting together with that of voting by poll is enclosed as **Annexure-1**.
6. Based on the above results of voting, all the Resolutions proposed in the Notice of AGM were carried out with the requisites majority.
7. The relevant records relating to remote e-voting and voting conducted by Poll Process at the Annual General Meeting is handed over to the Company Secretary authorized by the Board for safe custody.

Thanking You,

Yours faithfully

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**(CS M.L Arora)**

Scrutinizer

C.P. No. 3209

Membership No. FCS0319



*Shiv Kumar Gupta*  
**(CS Shiv Kumar Gupta)**

Alternate Scrutinizer

C.P. No. 7343

(Membership No. FCS 1633)



**For Jaiprakash Associates Limited**

*Manoj Gaur*  
**(Manoj Gaur)**

Executive Chairman & CEO

DIN: 00008480

**Place: Noida**

**Date: 28<sup>th</sup> September 2016.**

*Encl: As above*



**JAIPRAKASH ASSOCIATES LIMITED**

**CONSOLIDATE SUMMARY OF VOTES CAST FOR AGM (DATED 28th SEPTEMBER, 2016)**

**(Based on e-voting + Physical Ballot)**

**Annexure-I**

S. No.	Item No.	Description	Total Votes Cast		Invalid Vote		Total Valid Votes Cast	In Favour			Against		
			No. of Voters	No. of Shares	No. of Voters	No. of Shares		No. of Voters	No. of Shares	%age	No. of Voters	No. of Shares	%age
			A	B	C	D	E=(B-D)	F	G	H=G/E%	I	J	K=J/E%
1	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. (O.R.)	447	1,277,151,335	8	1,000	1,277,150,335	418	1,277,112,348	100.00%	22	37,987	0.00%
2	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. (O.R.)	447	1,279,457,900	8	1,000	1,279,456,900	340	1,125,288,713	87.95%	99	154,168,187	12.05%
3	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. (O.R.)	445	1,279,305,750	8	1,000	1,279,304,750	398	1,264,314,251	98.83%	39	14,990,499	1.17%
4	4	To ratify the appointment of M/s M.P. Singh & Associates, Chartered Accountants, (Firm Registration No.002183C) as Statutory Auditors. (O.R.)	446	1,279,457,750	8	1,000	1,279,456,750	404	1,279,329,217	99.99%	34	127,533	0.01%
5	5	Ratification of remuneration of the Cost Auditor for the Financial Year 2016-17. (O.R.)	446	1,279,457,400	8	1,000	1,279,456,400	403	1,279,310,948	99.99%	35	145,452	0.01%
6	6	Approval of Option to convert Loans, Debentures or other Borrowings/Debt of the Company into Equity Shares/Securities of the Company. (S.R.)	447	1,279,457,900	8	1,000	1,279,456,900	348	1,126,707,952	88.06%	91	152,748,948	11.94%

Note: Total number of votes of the company are 243,24,56,975.  
O.R. = ORDINARY RESOLUTION, S.R. = SPECIAL RESOLUTION



*Shri Sunny Gaur*

