

21st November, 2020

Ref: JAL:SEC:2020

BSE Limited

25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Bandra (E), Mumbai - 400 051
Mumbai- 400 001.

The Manager
Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

SCRIP CODE: 532532

NAME OF SCRIP: JPASSOCIAT

Sub: Postal Ballot Notice to the Members

Dear Sirs,

Please find enclosed a copy of Notice of Postal Ballot dated 18th November, 2020, seeking assent/ dissent of members to the proposed Special Resolution in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

The Ministry of Corporate Affairs, Government of India (MCA), in terms of the General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/ 2020 dated 28th September, 2020 [MCA Circulars], the Company has sent Postal Ballot Notice only by email to all its members who have registered their email address with the Company or Depository/Depository participants and the communication of assent / dissent of the members will only take place through remote e- voting system. The Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. The Notice of Postal Ballot is being sent to/ published/ displayed for all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on **Friday, the 13th November, 2020 (Cut-off date)**.

The e-voting shall commence on **Monday, the 23rd November, 2020 at IST 9.00 A.M** and **end on Tuesday, the 22nd December, 2020 at IST 5.00 P.M.**



Registered Office : Sector-128, Noida - 201 304, Uttar Pradesh (India)
Phone : +91 (120) 2470800
Corporate Office : JA House, 63, Basant Lok, Vasant Vihar, New Delhi-110057 (India)
Phone : +91 (11) 49828500 Fax : +91 (11) 26145389
CIN : L14106UP1995PLC019017 Website : www.jalindia.com
E-mail : jal.investor@jalindia.co.in


The Board of Directors of the Company has appointed Central Depository Services Limited (CDSL) ("The Agency") for facilitating e- voting to enable the members to cast their vote and have appointed Shri Vishal Lochan Aggarwal, Practising Company Secretary (C.P. No.7622) as Scrutinizer and Ms. Neha Jain, Practising Company Secretary, (C.P. No.14344) as Alternate Scrutinizer for conducting the Postal Ballot through remote e-voting process in fair and transparent manner.

The result of Postal Ballot shall be declared on or before, 24th December, 2020 at 12.30 P.M at the Registered Office of the Company at Sector 128, Noida – 201 304, U.P., India. It will be placed on the web-link of the Company www.jalindia.com/statutorycomm.html as well as CDSL's web-link <https://www.evotingindia.com/noticeResults.jsp>. The results shall also be communicated to BSE & NSE. The Resolution will be taken as passed effectively on the last date of e-voting i.e. Tuesday, the 22nd December, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,
For JAIPRAKASH ASSOCIATES LIMITED



(M. M. SIBBAL)
Joint President & Company Secretary
FCS-3538

Encl: As above

JAIPRAKASH ASSOCIATES LIMITED



CIN : L14106UP1995PLC019017

Registered Office: Sector 128, Noida – 201 304, U.P. (India) Telephone: +91 (120) 2470800
Corporate Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057
Telephone: +91 (11) 49828500, Fax: +91 (11) 26145389
Website : www.jalindia.com; E-mail : jal.investor@jalindia.co.in

NOTICE OF POSTAL BALLOT

To,

The Members,

Notice is hereby given that the following proposed Resolution is being circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification thereto or re-enactment thereof for the time being in force) and MCA circulars issued from time to time on the subject.

APPOINTMENT OF SHRI RAVINDRA KUMAR SINGH [DIN:01859229], AGED 75 YEARS AS DIRECTOR IN VIEW OF REGULATION 17(1A) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To consider and, if thought fit, to give assent/dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) **Shri Ravindra Kumar Singh (DIN:01859229)**, aged 75 years who has given his consent for appointment as Director and whose appointment has been recommended by Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded for his appointment as Director of the Company liable to retire by rotation at the Annual General Meeting with effect from a date to be decided by the Board after passing of this Resolution, despite his attaining the age of 75 years, in the light of justification included in the Statement annexed hereto."

By Order of the Board
For JAIPRAKASH ASSOCIATES LIMITED

M.M. SIBBAL

New Delhi
18th November, 2020

Jt. President & Company Secretary
FGS: 3538

NOTES:

1. Statement setting out the material facts concerning the

proposed special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules made thereunder is given hereunder.

- The Board of Directors of the Company has appointed **Shri Vishal Lochan Aggarwal, M.Com., LL.B, F.C.S.,** Practising Company Secretary (C.P. No.7622) as **Scrutinizer** and **Ms. Neha Jain, B.com, ACS, LL.B,** Practising Company Secretary, (C.P. No.14344) as **Alternate Scrutinizer** for conducting the Postal Ballot/e-voting process in fair and transparent manner.
- The Notice of Postal Ballot is being sent to/ published/ displayed for all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on **Friday, the 13th November, 2020 (Cut-off date)** in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
- The Ministry of Corporate Affairs, Government of India (MCA), in terms of the General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/ 2020 dated 28th September, 2020 [MCA Circulars] in view of the current extraordinary circumstances due to Covid-19 pandemic requiring social distancing, have advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.
As per the MCA circulars, the Company will send postal ballot notice only by email to all its members who have registered their email address with the Company or depository/depository participants and the communication of assent/dissent of the members on the Resolution proposed in this notice will only take place through remote e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice alongwith postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the remote e-voting system only.
- Members whose name appearing on the Register of Members/ List of Beneficial Owners as on the Cut-off Date shall be eligible for e-voting. A person who is not member

on Cut-off Date should treat this Notice for information purpose only.

6. Due to non-availability of Postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and expresses its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangements as per the process given below:
- For voting on the resolution proposed in this postal ballot through remote e-voting, members who have not registered their email address may send an email at jal.postalballot@jalindia.co.in. The members shall provide the following details in the email –
Full Name
No of shares held
Folio number (if shares held in physical)
Share certificate number (if shares held in physical)
DP ID & Client ID (if shares are held in demat)
Email id
 - On receipt of the email, the member would get soft copy of the notice and the procedure for e- voting along with the User ID and Password to enable e- voting for this Postal Ballot. In case of any queries, member may write to jal.postalballot@jalindia.co.in
 - It is clarified that for permanent registration of email address, members are required to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company - Secretarial Department, Sector – 128, NOIDA- 201304, U.P, Phone No. +91 (120) 2470800 or e-mail jal.investor@jalindia.co.in.
7. The Postal Ballot Notice has been placed on the Company's website link <http://www.jalindia.com/statutorycomm.html> and Central Depository Services (India) Limited e-voting's website link <https://www.evotingindia.com/PageDownload.jsp> and will remain on such website until the last date of receipt of Postal Ballot from members.
8. The date of completion of dispatch of Notices by way of e-mails will be announced through advertisement in Newspapers.
9. The voting rights of Shareholders shall be in proportion to their share in the Paid up Equity Share Capital of the Company as on cut-off date i.e. **Friday, the 13th November, 2020**
10. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 108 and 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of Physical mode. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.

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

- E-voting period begins on **Monday, the 23rd November, 2020 at 9.00 A.M** and ends on **Tuesday, the 22nd December, 2020 at 5.00 P.M.** During this period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date i.e. **13th November, 2020** may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter.
- Log on to the e-voting website www.evotingindia.com.
- Click on **Shareholders/Members** tab.
- Now Enter your applicable **User ID/ Login ID**, as under:-

a.	For CDSL	16 digits beneficiary ID
b.	For NSDL	8 Character DP ID followed by 8 Digits Client ID
c.	For members holding shares in Physical Form	enter Folio Number registered with the Company

OR

Alternatively, if you are registered for CDSL'S EASI/EASIEST e- services, you can log in at <https://www.cdslindia.com> from Login - myeasi using your login credentials. Once you successfully log- in to CDSL'S EASI/ EASIEST e- services, click on e- voting option and proceed directly to cast your vote electronically.

- Next enter the **Image Verification code** as displayed and Click on Login.
- If you are **holding shares in demat form** and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your **existing password** is to be used.
If you have **forgotten the changed login password**, then enter User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- If you are a **first time user** follow the steps given below:

Please fill up the following details in the appropriate boxes:

For shareholders holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number 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 two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence No. 1 then enter RA00000001 in the PAN field.

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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Now select the relevant Electronic voting Sequence Number (EVSN) of "Jaiprakash Associates Limited".
- (xii) 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 details.
- (xiii) Click on the "Resolution File Link" if you wish to view the Resolution.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) Shareholders can also cast their vote 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.
- (xviii) Additional instructions for Non-Individual shareholders and Custodians:
- A. 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.

- B. Corporate and custodians already registered with CDSL should use their existing login details.
- C. After registering online, scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- D. 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.
- E. 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.
- F. A Scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favor of Custodian/ authorized person should be uploaded in PDF format in the system for the scrutinizers's to verify the same.

- (xix) The e-voting facility will be available during the following period:

Commencement of e-voting	Monday, the 23rd November, 2020 (IST 9.00 A.M)
End of e-voting	Tuesday, the 22nd December, 2020 (IST 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 i.e. 13th November, 2020 may cast their vote electronically. The 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.

In case of any queries, any member who has grievances connected with e-voting, may refer to the Frequently Asked Questions ("FAQs") or e-voting manual available at www.evotingindia.com under help section or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

12. The vote in this Postal Ballot cannot be exercised through proxy.
13. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer(s) will submit her/his report to the Chairman or in his absence to any such Director authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).
14. The **result of Postal Ballot** shall be declared by the Executive Chairman, or in his absence by the Executive Vice Chairman or by any other Director, so authorized by the Executive Chairman on or before, the **24th December, 2020 at 12.30 P.M.** at the Registered Office of the Company at **Sector 128, Noida – 201 304, U.P., India.**

The **Resolution will be taken as passed effectively on the last date of e-voting, i.e. 22nd December, 2020, on**

announcement of the result in the manner set out above, if the results of the resolution set out in the Notice of Postal Ballot indicate that the requisite majority of the members had assented to the Resolution.

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

15. A copy each of the documents referred to in the accompanying Statement is open for **inspection at the Registered Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch by way of e-mails until the last date for receipt of votes.**

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

APPOINTMENT OF SHRI RAVINDRA KUMAR SINGH AS DIRECTOR

On the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 31st October, 2020 decided to appoint Shri Ravindra Kumar Singh, aged 75 years as Non Executive Director subject to receipt of the approval of Members by way of a **Special Resolution.**

Shri Ravindra Kumar Singh (DIN 01859229), aged 75 years, is B.Sc., B.E. [Hons.] (Civil) from University of Roorkee. Shri Ravindra Kumar Singh has vast experience of over 53 years including 38 years in Indian Railways.

Shri Ravindra Kumar Singh retired as Chairman of Railway Board in 2005 and was member of Public Enterprises Selection Board from 2005-2007. Shri Ravindra Kumar Singh was appointed as Whole time Director on the Board of the Company from 2007-2012 and after completion of tenure of 5 years as WTD, he continued as Director on the Board till May, 2014. He has contributed in various segments of Jaypee Group viz. Cement Division, Nigrie Power Plant implementation etc. Presently Shri Ravindra Kumar Singh is the Chairman of JIL Information Technology Limited, Director of Jaypee Powergrid Limited and Jaiprakash Agri Initiatives Company Limited.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019,

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Considering the qualifications, vast experience of Shri Ravindra Kumar Singh, deep repository of knowledge, meticulous planning and organizing abilities, as specifically evidenced during implementation of associate company's 1320 MW Nigrie

Thermal Power Plant and his sound health at the age of 75 years, it is felt that his co-option on the Board of the Company would be highly beneficial to the Company.

The Company has received Shri Ravindra Kumar Singh's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a notice pursuant to Section 160 of the Companies Act, 2013 from a member signifying his nomination to propose the appointment of Shri Ravindra Kumar Singh as a Director of the Company.

Additional information in respect of Shri Ravindra Kumar Singh, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given as under:

Name of the Director	Shri Ravindra Kumar Singh
Date of Birth	13th July, 1945
Age	75 yrs
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Project Planning, Implementation & Administration
Qualification(s)	B.Sc. & B.E. (Hons.) (Civil), University of Roorkee 1966 (Thomason Award Winner for topping the Merit List)
Board Membership of other Companies	He is on the Board of unlisted companies, namely, Jaypee Powergrid Ltd, Jaiprakash Agri Initiatives Company Ltd. & JIL Information Technology Ltd.
Committee Membership	Member of Audit Committee of Jaiprakash Agri Initiatives Company Ltd.
Number of equity shares held in the Company	Nil

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

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

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

New Delhi
18th November, 2020

M.M. SIBBAL
Jt. President & Company Secretary
FCS: 3538