

Ref: JAL:SEC:2020.

30th September 2020

Deptt. of Corp. Services
BSE Limited
25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
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

SCRIP CODE : JPASSOCIAT

Sub.: PROCEEDINGS OF 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 30TH SEPTEMBER 2020, THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO-VISUAL MEANS ('OAVM') [PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.]

Dear Sirs,

This is to inform you that the 23rd Annual General Meeting of the Members of the Company was held on Wednesday, **30th September 2020**, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') **at 12.30 P.M.**, to transact the business mentioned in the Notice of said Annual General Meeting dated **26th August 2020**.

The deemed venue for the AGM was the Registered Office of the Company.

The AGM was held as required by the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with the Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “**MCA Circulars**”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“**SEBI Circular**”) issued in this regard.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars dated April 08, 2020,



Registered Office : Sector-128, Noida - 201 304, Uttar Pradesh (India)
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Phone : +91 (11) 49828500 Fax : +91 (11) 26145389
CIN : L14106UP1995PLC019017 Website : www.jalindia.com
E-mail : jal.investor@jalindia.co.in

April 13, 2020 and May 05, 2020, the Company is pleased to provide to members facility to cast their vote electronically through remote e-voting (electronic voting from a place other than venue of AGM) as well as the e-voting system on the date of AGM by **Central Depository Services (India) Limited (CDSL)**.

The remote e-voting was held between **Sunday, 27th September 2020 (from 9.00 A.M.) to Tuesday, 29th September 2020 (till 5.00 P.M.)** at the e-voting website of CDSL i.e. **www.evotingindia.com**.

Facility of joining the AGM through VC / OAVM was open 30 minutes before the time scheduled for the AGM and was kept open throughout the AGM. Members were able to participate in the AGM through VC / OAVM on a first-come-first-serve basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. were not subject to the aforesaid restriction of first-come-first-serve basis

The members, as per the Register of members, on the **cut off date 23rd September, 2020** (at closing hours) were only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting. The voting right of the members were in proportion to their shares of the Paid Up Equity Share Capital of the Company.

The members who had cast their vote by remote e-voting prior to the AGM and also attended the AGM were not entitled to cast their e-vote again at the time of AGM.

Shri Manoj Gaur, Executive Chairman & CEO, chaired the proceedings of the Meeting.

The number of members as on **cut off date 23rd September, 2020** was 5,77,954.

The details of number of shareholders present in the meeting through VC/OAVM were as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	5	176	181

At the aforesaid Annual General Meeting, The Chairman declared that the quorum was present and called the meeting to order.

The Company Secretary informed in detail the procedure of holding AGM thru **VC / OAVM** and also the system of voting through remote e-voting as well as through e-voting during the AGM and the reasons of the same. He then requested the Chairman to take over.

At the outset, the Chairman, Shri Manoj Gaur informed the Members the need to hold the AGM through **VC / OAVM** due to Covid-19 and expressed his good hopes for the future. He then introduced the Directors present in the meeting as under:

S. No.	Name
1.	Shri Sunil Kumar Sharma, Executive Vice Chairman
2.	Shri S.C.K. Patne, Independent Director
3.	Shri Pankaj Gaur, Jt. Managing Director (Construction)
4.	Shri Ranvijay Singh, Whole-time Director
5.	Shri K.N. Bhandari, Independent Director
6.	Shri R.N. Bhardwaj, Independent Director
7.	Shri T.R. Kakkar, Independent Director

He also informed the names of Directors who could not attend the AGM viz. Shri Jaiprakash Gaur, Founder Chairman & Director, Ms. Homai A Daruwalla, Independent Director and Shri K.P. Rau, Independent Director and reasons thereof. Thereupon, the Chairman delivered his speech.

The Chairman also apprised about the business scenario, progress report of the Financial Year 2019-20 and the future prospects of the Company.

With the permission of Members, the Notice convening the AGM, Directors' Report, Auditors' Report and Financial Statements including Consolidated Financial Statements, having been circulated, were taken as read the qualifications in the Audit Reports were read out by the Company Secretary.

It was also announced that the requisite statutory and other records including the Auditors' Report & Secretarial Audit Report were made available for inspection. All documents referred to in the Notice and the accompanying statement as also Statutory Registers maintained under the Companies Act, 2013, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts had been consolidated with that of the Company, were open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting. Members who sought to inspect such documents were requested to send an email and the

documents were made available electronically for inspection by the members during the AGM.

The Chairman also informed that Statutory Auditors and Secretarial Auditors as well as Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were present and were available for any information or query.

The Chairman informed the objectives and implications of all **six items of business** to be transacted at the AGM as given in Annexure-1 enclosed herewith. The Chairman provided a fair opportunity to Members present to seek clarifications and/or offer comments on the items. The queries raised by the Members present about the Company's business as well as on resolutions were duly replied by the Chairman and other Directors.

The details of voting procedure were informed to the Members. It was informed that those shareholders who had cast their votes through e-voting should not vote again, otherwise, their votes would be treated as invalid.

It was informed that the Board of Directors had appointed **CS Ashok Tyagi, FCS, Practising Company Secretary (COP No. 7322, M. No. F2968) as the Scrutinizer and CS Milan Malik, Practising Company Secretary (Membership No. FCS 9888/COP-16614) as Alternate Scrutinizer**, to scrutinize the remote e-voting and e-voting process at the AGM, in a fair and transparent manner.

It was informed that after conclusion of the Meeting, Scrutinizers would count the e-votes cast at the AGM as well as the votes cast through remote e-voting in the presence of two witnesses who were not in employment of the Company.

They would prepare the Consolidated Scrutinizer's Report for e-voting through remote e-voting and e-voting at the AGM and would place before the Chairman for countersigning and declaration of Result by the Chairman within forty eight hours of the meeting.

It was further informed that the voting results along with the Consolidated Scrutinizers' Report would be sent to the stock exchanges and CDSL and posted on Company's website www.jalindia.com and Notice Board of the Company at the Registered Office and Corporate Office, along with the Report of the Scrutinizers.

The result would also be posted at CDSL's website and the same would be intimated to NSE & BSE also.



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The resolutions thus passed shall be deemed to be passed at this AGM i.e. 30th September 2020 itself.

Thereafter, the Chairman announced the e-voting which continued during AGM for all the Resolutions mentioned in the Notice would remain open for another 15 minutes after the conclusion of their proceedings i.e. upto 1.54 P.M.

Accordingly, the e-voting was conducted and the Shareholders were given the opportunity to cast their e-votes.

The Resolutions on which the e-voting was taken up are given in **Annexure** enclosed herewith.

The meeting was concluded after the Members cast their votes around 1.55 P.M.

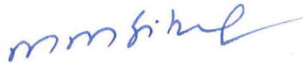
The meeting was concluded with a vote of thanks to the Chair.

This is for your information please.

Thanking you,

Yours faithfully,

For JAIPRAKASH ASSOCIATES LIMITED



(M.M. Sibbal)

Joint President & Company Secretary

Encl: As above

ANNEXURE

RESOLUTIONS TAKEN UP ON REMOTE E-VOTING AS WELL AS E-VOTING AT THE AGM HELD ON 30th SEPTEMBER 2020:

[O.R. means Ordinary Resolution & S.R. means Special Resolution]

1.	O.R.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2020 TOGETHER WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.
2.	O.R.	TO APPOINT A DIRECTOR IN PLACE OF SHRI PANKAJ GAUR (DIN-00008419) , WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.
3.	O.R.	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2020-21.
4.	S.R.	RE-APPOINTMENT OF SHRI RANVIJAY SINGH, WHOLE-TIME DIRECTOR
5.	S.R.	APPROVAL/ RATIFICATION FOR APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI RAHUL KUMAR , THE THEN WHOLE-TIME DIRECTOR & CFO DURING 31 ST OCTOBER 2015 TO 31 ST JULY 2017
6.	S.R.	APPROVAL/ RATIFICATION OF REMUNERATION TO TWO WHOLETIME DIRECTORS VIZ. SHRI PANKAJ GAUR, JOINT MANAGING DIRECTOR (CONSTRUCTION) AND SHRI SUNNY GAUR, MANAGING DIRECTOR (CEMENT), DURING PART OF THE FINANCIAL YEAR 2019-20

