

JAIPRAKASH ASSOCIATES LIMITED

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



NOTICE

CERTIFIED TRUE COPY For JAIPRAKASH ASSOCIATES LIMITED

1372

To
The Members,

(HARISH K. VAID)
Sr. President (Corporate Affairs) & Company Secretary

Notice is hereby given that the following Resolutions are circulated for approval of the Members of the Company to be accorded by **Postal Ballot** in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011:

To consider and, if thought fit, to give assent/ dissent to the following Resolutions :

As Special Resolutions :

1. PROVIDING SECURITY TO LENDERS OF JAIPRAKASH POWER VENTURES LIMITED (JPVL), A SUBSIDIARY OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of the Financial Institutions/Banks and such other approvals as may be necessary, the Board of Directors of the Company be and is hereby authorized to provide security to the lenders of Jaypee Karcham Wangtoo Hydro-electric Project, a division of Jaiprakash Power Ventures Limited (JPVL), a subsidiary of the Company, as per details contained in the Explanatory Statement annexed to this Notice seeking approval of the Members notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company along with the proposed creation/extension of security may exceed 60% of the Paid-up Capital and free reserves of the Company or 100% of its free reserves, whichever is more."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution."

2. PROVIDING SECURITY/ GUARANTEE TO LENDERS OF JAYPEE INFRATECH LIMITED (JIL), A SUBSIDIARY OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Financial Institutions/Banks and such other approvals as may be necessary, the Board of Directors of the Company be and is hereby authorized to create security by way of pledge of equity shares of Jaypee Infratech Limited (JIL), a subsidiary

of the Company, held by the Company and also to provide undertakings and guarantee to the lenders of JIL, as per details contained in the Explanatory Statement annexed to this Notice seeking approval of the Members, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/guarantees so far given by the Company along with the proposed creation/ extension of security may exceed 60% of the Paid – up Capital and free reserves of the Company or 100% of its free reserves, whichever is more."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution."

By Order of the Board
For Jaiprakash Associates Limited

1318.10

(HARISH K. VAID)
Sr. President (Corporate Affairs) &
Company Secretary

NOIDA
May 4, 2013

NOTES:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 are given hereunder:
2. The Company has appointed Ms. Sunita Mathur, F.C.S., Practising Company Secretary as Scrutinizer and Ms. Deepti Srivastava, A.C.S., Practising Company Secretary as Alternate Scrutinizer for the purpose of Postal Ballot exercise.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories as on May 17, 2013.
4. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. However the envelopes containing the Postal Ballot should