

# JAIPRAKASH ASSOCIATES LIMITED

Registered Office : Sector 128, Noida – 201 304, U.P. (India)  
Head Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057



## NOTICE

To  
The Members,

Notice is hereby given that the following Resolution is 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, 2001:

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

### As Special Resolution:

### Investment in Special Purpose Vehicle for implementation of the Ganga Expressway Project.

“**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 Financial Institutions / Banks and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs.3000 Crores (Rupees Three Thousand Crores only), in one or more tranches, by way of investment in the Equity Capital of / making loans to / providing Security or Guarantee(s) for the loans granted to an existing or a new company to be incorporated as a Special Purpose Vehicle, for implementation of the Ganga Expressway Project, with the name of **Jaypee Ganga Infrastructure Corporation Limited** or such other name as may be made available by the Registrar of Companies, Uttar Pradesh & Uttaranchal, 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 investment 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, which are incidental, consequential and necessary for implementing the resolution as aforesaid and 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

(HARISH K. VAID)

New Delhi  
January 18, 2008

Sr. President (Corporate Affairs) &  
Company Secretary

### NOTES:

1. Explanatory Statement and reasons for the proposed special business stated hereinabove, pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 are given hereunder.
2. The Company has appointed Shri V.P. Kapoor, FCS, AICWA, LL.B., Practising Company Secretary as Scrutinizer and Shri Shiv Kumar Gupta, M.Com., LL.B., FCS, Practising Company Secretary as Alternate Scrutinizer for the purpose of Postal Ballot exercise.
3. The Notice is being sent under certificate of posting to all the members whose names would appear in the Register of Members / Record of Depositories as on **Friday, January 18, 2008.**
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 containing the Postal Ballot should reach the Company not later than the close of working hours on **Saturday, March 1, 2008.**
5. The result of the Postal Ballot shall be announced by the Chairman, or in his absence by any other person, so authorized by the Chairman **on Monday, March 3, 2008 at 10.30 AM** at the Registered Office of the Company **at Sector 128, Noida – 201304, U.P. (India)** and the resolution will be taken as passed effectively on the date of announcement of the result by the

Chairman, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. Members who wish to be present at the time of declaration of the result may do so at the venue. The result of the Postal Ballot shall also be announced through a newspaper advertisement and the website of the Company [www.jalindia.com](http://www.jalindia.com).

6. A copy of all the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the results of Postal Ballots.
7. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED JANUARY 18, 2008 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956:**

The Government of Uttar Pradesh has decided to award the Ganga Expressway Project (Project) comprising about 1047 Kms. long 8-lane Access Controlled Expressway from Greater Noida to Ballia, on Public Private Partnership (PPP) Model, along the left bank of river Ganga to the Company.

The Project has four major sections as under:

1. Greater Noida to Fatehgarh (253 Kms)
2. Fatehgarh to Dalmau (Raibareli) (305 Kms)
3. Dalmau to Aurai (Bhadoi) (211 Kms)
4. Aurai (Bhadoi) to Ballia (278 Kms)

The development of the Expressway shall be on Design, Build, Finance & Operate Model and the Concessionaire shall have the right to realize the toll during the concession period of 35 years, including the construction period.

The Project also includes development of Land Parcels, adjacent to Expressway, which shall be given on a 90 years' lease to the Concessionaire with a right to further sub-lease developed/undeveloped land. The sub-lessee can further sub-lease and there can be multiple sub-leases of land in smaller parts.

In terms of the Bid conditions, the Project is required to be implemented through a **Special Purpose Vehicle (SPV)** to be incorporated for this purpose and the Concession Agreement shall be signed by Uttar Pradesh Expressway

Industrial Development Authority (UPEIDA) with the said SPV.

Having regard to the aforesaid facts, it is proposed to incorporate / invest in a new company (SPV) by the name of **Jaypee Ganga Infrastructure Corporation Limited** or such other name as may be made available by the Registrar of Companies, which shall initially be the wholly owned subsidiary of your Company.

As per Request For Proposal Document, the preliminary estimated construction cost of the Expressway is approximately Rs.30,000 crores (US\$7.47 billion) which would be funded through Equity and Debt to be raised by the SPV.

The initial contribution required by the SPV from your Company for the said Project shall be by way of investment in its equity capital / loan etc. to the extent of Rs.1500 crores, in a phased manner which shall be funded from the internal resources. Besides this, the Company would be required to arrange for the Performance Guarantee on behalf of the SPV to the tune of approximately Rs.1500 Crores, as acceptable to UPEIDA.

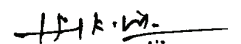
Your Company proposes to make the aforesaid investment of Rs.3000 crores in relation to the said Project by way of investment in the equity share capital of / making loan(s) to / providing security or guarantee(s) for the loans granted to the SPV which would attract the provisions of Section 372A of the Companies Act, 1956 requiring your approval by way of Special Resolution.

Accordingly, the proposal is being placed before you for your approval for the Company making investment in the equity share capital of / providing loans to/providing guarantees / securities for the loan provided to the SPV, as aforesaid, notwithstanding the fact that such investment/ loans/securities/guarantees will exceed the percentages prescribed under Section 372A of the Act.

None of the Directors except those who might be nominated to be the Directors of the SPV, is interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolution.

By Order of the Board  
For **Jaiprakash Associates Limited**



**(HARISH K. VAID)**

New Delhi  
January 18, 2008

Sr. President (Corporate Affairs) &  
Company Secretary