

8 September 2017

Singapore Exchange Securities Trading Limited

11 North Buona Vista Drive #06-07

The Metropolis Tower 2

Singapore 138589

Attention: Issuer Services

Fax No.: +65 6535 6994

The Bank of New York Mellon

One Canada Square

London E14 5AL

United Kingdom

Attention: Global Trust Services

Fax No.: +44 207 964 6369

The Bank of New York Mellon

One Temasek Avenue

#03-01 Millennia Tower

Singapore 039192

Attention: Global Corporate Trust

Fax No.: + 65 6883 0338

The Bank of New York Mellon

101 Barclay Street

21st Floor West

New York, NY 10286

United States of America

Attention: Global Corporate Trust

Fax No.: +1 212 815 5802/5803

Dear Sirs

Jaiprakash Associates Limited (the "Company")

U.S.\$150,000,000 5.75 per cent. Convertible Bonds due 2017 of the Company issued on 7 September 2012 (ISIN: XS0823518765) (the "Existing Bonds")

We refer to our announcement dated 15 June 2017 which related to the outcome of a meeting of the holders of the Existing Bonds (the "**Bondholders**") on 15 June 2017 (the "**Meeting**") convened pursuant to a notice of meeting dated 24 May 2017 (the "**Notice**"), at which an extraordinary resolution (the "**Extraordinary Resolution**") was approved by the Bondholders, *inter alia*, to:

- (i) exchange the outstanding Existing Bonds, along with certain accrued but unpaid interest on the outstanding principal amount thereof up to (but not including) 31 March 2017, with the U.S.\$38,640,000 5.75 per cent. Convertible Bonds Due 2021 of the Company (the "**Series A Bonds**") and the U.S.\$81,696,000 4.76 per cent. Amortising Bonds Due 2020 of the Company (the "**Series B Bonds**", and together with the Series A Bonds, the "**Exchange Bonds**"), which exchange will be effected *pro rata* through the Extraordinary



Corp. & Regd. Office : Sector-128, Noida-201304, Uttar Pradesh (India)
Ph. : +91 (120) 4609000, 2470800 **Fax** : +91 (120) 4609464, 4609496
Delhi Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057 (India)
Ph. : +91 (11) 26141540, 26147411 **Fax** : +91 (11) 26145389, 26143591
E-mail : For Shareholders : jal.investor@jalindia.co.in
For Fixed Deposits : jalinvestor@jalindia.co.in
Website : www.jalindia.com **CIN** : L14106UP1995PLC019017

Resolution (such exchange as described in the Notice, the "**Proposed Exchange Offer**"); and

- (ii) waive all Existing Defaults (as defined in the Notice) under the terms and conditions of the Existing Bonds (as set out in Schedule 1 to the trust deed constituting the Existing Bonds) occurring on or prior to the Restructuring Effective Date (as defined in the Notice).

In addition, the Company shall make certain Upfront Payments (as defined in the Notice) in accordance with the terms of the Series B Bonds. The Proposed Exchange Offer is subject to the satisfaction of certain Conditions Precedent (as defined in the Notice), including, approval from the Reserve Bank of India and shareholders of the Company (the "**Shareholders**").

We wish to inform you that the Shareholders, in terms of a special resolution passed by way of postal ballot under applicable provisions of Indian law, have approved, among other things, the Proposed Exchange Offer on 7 September 2017. The results of the postal ballot were declared on 8 September, 2017. We attach, for your information, the announcement made by the Company in this regard to the stock exchanges in India.

Nothing in this announcement constitutes an offer of, an offer to buy, or a solicitation of an offer to sell, securities in the United States, the Republic of India or any other jurisdiction in which such offer or solicitation would be unlawful.

Thanking you,

Yours faithfully,
For Jaiprakash Associates Limited



M.M. Sibbal
Jt. President & Company Secretary

Copy to :

BSE Limited
25th Floor, New Trading Ring,
Rotunda Building,
P J towers, Dalal Street, Fort
MUMBAI 400 001
SCRIP CODE: 532532

The Manager
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
NAME OF SCRIP: JPASSOCIAT

Fax No. +91 22-22723121
+91 22-22722037/39/41

Fax No. +91 22-26598237/38
+91 22-26598347/48

Ref: JAL :SEC:2017

8th September, 2017**BSE Ltd.**25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001**National Stock Exchange of India Ltd.**"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051**BSE Scrip ID : 532532****NSE Scrip ID : JPASSOCIAT****Sub: Declaration of Result of Resolutions passed through Postal Ballot on 8th September, 2017**

This is in furtherance to our letter Ref:JAL:SEC:2017 dated 5th August, 2017, enclosing therewith a copy of Notice of the Postal Ballot dated 27th July, 2017 sent to the Members of the Company seeking their approval to the Special Resolutions listed therein, by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Ms. Sunita Mathur (CP No. 741), F.C.S., Practising Company Secretary, Scrutinizer and Shri Shiv Kumar Gupta (CP No. 7343), F.C.S., Practising Company Secretary, Alternate Scrutinizer, appointed by the Board of Directors, have submitted their report dated 7th September, 2017 to the Executive Chairman of the Company on the Postal Ballots received / e-voting cast by the members. Based on the report submitted by the Scrutinizers, the Executive Chairman & CEO has declared the result of the Special Resolutions passed through Postal Ballot today i.e. 8th September, 2017.

The summary of the Results (Resolution wise) in the format prescribed under Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-A**.

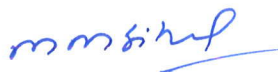
In terms of Circular No. DCS/COMP/20/2016-17 dated 18th January, 2017, filing of voting results shall be done on BSE through XBRL mode.

This is for your kind information and record please.

Thanking you,

Yours faithfully,

For **JAIPRAKASH ASSOCIATES LIMITED**



(M.M. SIBBAL)

Joint President & Company Secretary

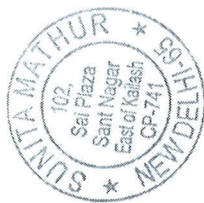
Encl: As above

JAIPRAKASH ASSOCIATES LIMITED

Results of Postal Ballot

Date of the AGM/ EGM/ Postal Ballot Notice (see Note-1)	27.07.2017
Total number of shareholders on Record Date (i.e. 21.07.2017)	558,338
No. of shareholders present in the meeting either in person or through proxy: (voting on postal ballot)	
Promoter and Promoter Group:	1,899
Public:	59
No. of Shareholders attended the meeting through Video Conferencing : N.A.	1,840
Promoter and Promoter Group:	
Public:	-

Note 1: Postal Ballot Notice dated 27.07.2017; Scrutinizer Report dated 07.09.2017; Result of Postal Ballot declared on 08.09.2017; Resolutions deemed to be passed on 07.09.2017.



1. Approval for issue of Foreign Currency Convertible Bonds and Foreign Currency Amortising Bonds in cashless exchange of the existing U.S\$ 150,000,000 5.75 per cent Convertible Bonds due September, 2017.

Resolution required:		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		16,752,775	1.76%	16,752,775	-	100.00%	
	Postal Ballot (if applicable)	954,011,024	928,206,942	97.30%	928,206,942	-	100.00%	
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Total	954,011,024	944,959,717	99.05%	944,959,717	-	100.00%	
Public-Institutions	E-Voting		402,022,483	60.25%	398,692,103	3,330,380	99.17%	0.83%
	Postal Ballot (if applicable)	667,298,581	-	-	-	-	-	-
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Total	667,298,581	402,022,483	60.25%	398,692,103	3,330,380	99.17%	0.83%
Public-Non Institutions	E-Voting		1,503,353	0.19%	1,382,640	120,713	91.97%	8.03%
	Postal Ballot (if applicable)	811,147,370	2,787,145	0.34%	2,746,027	41,118	98.52%	1.48%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Total	811,147,370	4,290,498	0.53%	4,128,667	161,831	96.23%	3.77%
	Total	2,432,456,975	1,351,272,698	55.55%	1,347,780,487	3,492,211	99.74%	0.26%

Sanjay

SHILPA K. GUPTA
C.P. No. 7343
Company Secretary

SUNIL MATHUR
102,
Sat Plaza
Sat Nagar
East of Kailash
CP-741
NEW DELHI-110016

JAIPRAKASH ASSOCIATES LIMITED

2. Approval for Alteration in the Objects Clause of the Memorandum of Association of the Company.

Resolution required:			Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		16,752,775	1.76%	16,752,775	-	100.00%		
	Postal Ballot (if applicable)	954,011,024	928,206,942	97.30%	928,206,942	-	100.00%		
	Poll		N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	954,011,024	944,959,717	99.05%	944,959,717	-	100.00%		
Public-Institutions	E-Voting		402,022,483	60.25%	402,022,483	-	100.00%		
	Postal Ballot (if applicable)	667,298,581	-	-	-	-	-	-	-
	Poll		N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	667,298,581	402,022,483	60.25%	402,022,483	-	100.00%		
Public-Non Institutions	E-Voting		1,503,353	0.19%	1,398,216	105,137	93.01%	6.99%	
	Postal Ballot (if applicable)	811,147,370	2,762,179	0.34%	2,732,325	29,854	98.92%	1.08%	
	Poll		N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	811,147,370	4,265,532	0.53%	4,130,541	134,991	96.84%	3.16%	
	Total	2,432,456,975	1,351,247,732	55.55%	1,351,112,741	134,991	99.99%	0.01%	

Sanjiv K. Gupta
 Sanjiv K. GUPTA
 C.P. No. 7343
 Company Secretary

