

JAIPRAKASH POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Regd. Office: JUIT Complex, Waknaghat P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan, Himachal Pradesh

Tel: +91-1792-257999 245367 Fax.: +91-1792-245362

Email id: jpv.investor@jalindia.co.in Website: www.jppowerventures.com.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Saturday, the 20th September, 2014 at 10.00 A.M.** at the Registered Office of the Company at **JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.)**, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Sunil Kumar Sharma (DIN: 00008125)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri D.P. Goyal (DIN: 00211541)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri G.P. Gaur (DIN: 00918895)**, who retires by rotation and, being eligible, offers himself for re-appointment.
5. Appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N)**, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company.”

Special Business

6. Ratification of the remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. Kabra & Associates, Cost Auditors (Firm Registration No. 0075) appointed by the Board to conduct Audit of the cost records of the Company relating to the Product “Electricity” for the Financial Year 2014-15, as

set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

7. APPOINTMENT OF SHRI R.N. BHARDWAJ AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, **Shri R.N. Bhardwaj (DIN: 01571764)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

8. APPOINTMENT OF SHRI B.B. TANDON AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, **Shri B.B. Tandon (DIN: 00740511)**, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“RESOLVED FURTHER THAT the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

9. APPOINTMENT OF SHRI A.K. GOSWAMI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri A.K. Goswami (DIN: 02636247), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

10. APPOINTMENT OF SHRI S.C. BHARGAVA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.C. Bhargava (DIN: 00020021), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

11. APPOINTMENT OF SHRI S.S. GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without

modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.S. Gupta (DIN: 02284265), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

12. APPOINTMENT OF DR. J.N. GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Dr. J.N. Gupta (DIN: 00397952), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

“**RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

13. RE-APPOINTMENT OF SHRI SUNIL KUMAR SHARMA AS VICE-CHAIRMAN & CHIEF EXECUTIVE OFFICER

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to such other approvals as may be required, the approval of the Company be and is hereby accorded to the re-appointment of Shri Sunil Kumar Sharma

(DIN: 00008125) as the Vice-Chairman & CEO of the Company, with substantial powers of management, for a further period of five years w.e.f. 12th January, 2015, without any remuneration for the time-being.”

“**RESOLVED FURTHER THAT** Shri Sunil Kumar Sharma shall, however, be entitled to reimbursement of expenses, if any, incurred in connection with the discharge of official duties.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Sunil Kumar Sharma, including relating to remuneration, as it may, at its discretion, deem fit from time to time, provided, however, that the remuneration when fixed, shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

14. APPOINTMENT OF SHRI S.D. NAILWAL AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Shri S.D. Nailwal (DIN: 00008529) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

15. APPOINTMENT OF MS. SUNITA JOSHI AS A DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Ms. Sunita Joshi (DIN: 00025720) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

16. RE-APPOINTMENT OF SHRI SUREN JAIN AS MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Suren Jain (DIN:00011026) as the Managing Director & CFO of the Company for a further period of five years from 12th January, 2015 to 11th January, 2020, at such remuneration, perquisites and benefits for a period of three years from the date of re-appointment i.e. upto 11th January, 2018, as set out in the annexed Statement.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Suren Jain, including relating to remuneration, as it may, at its discretion, deem fit, from

time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

“**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Shri Suren Jain, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

By Order of the Board
For JAIPRAKASH POWER VENTURES LTD.

M.M. SIBBAL

Sr. General Manager &

Company Secretary

(Membership No.FCS-3538)

Place : Noida

Date : 26th July, 2014

Notes:

- (i) Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 5 to 16 is annexed hereto.
- (ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

A person can act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.
- (iii) Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
- (iv) All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting.
- (v) Any query relating to the Financial Statements must be sent to the Company's Registered Office at JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.) or Corporate Office at Sector-128, Noida-201304 (U.P.) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed "AGM Queries - Attn. Shri M.M. Sibbal, Sr. General Manager & Company Secretary."

- (vi) Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (vii) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35-B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by **Central Depository Services (India) Limited (CDSL)**, the Instructions and Procedure for the same are given in a separate communication being sent alongwith this Notice.
- (viii) The Register of Members and Share Transfer Books will remain closed from **Tuesday, the 16th September, 2014 to Saturday, the 20th September, 2014** (both days inclusive) for the purpose of Annual General Meeting.
- (ix) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- (x) The members can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through e-voting will be considered final and voting through physical ballot will not be considered.
- (xi) The voting rights of members for e-voting and for physical voting at the meeting shall be in proportion to their share holding in the paid-up equity share capital of the Company as on **Tuesday, the 19th August, 2014**.
- (xii) Shri D.P. Gupta, Practising Company Secretary (Membership No. 2411) has been appointed as the Scrutinizer and Shri Jatin Singal, Practising Company Secretary (Membership No. ACS 32448) as Alternate Scrutinizer, to scrutinize the e-voting and ballot paper process in a fair and transparent manner.
- (xiii) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
- (xiv) **The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.**
- (xv) Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013 by nominating, in Form SH-13, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Form SH-13 is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company's Registrar and Transfer Agent, M/s. Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055 and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (xvi) Pursuant to Section 205A read with 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. Therefore, members are requested to encash their Dividend warrants on priority, within the validity period. Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, www.jpventure.com in compliance of the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.
- (xvii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
- (xviii) Members or their respective proxies are requested to:
- Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
 - Quote their Folio no./Client-ID & DP-ID in all correspondence; and
 - Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
- (xix) (a) The shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
- None of the Director(s) proposed to be appointed/re-appointed is related to the Key Managerial Personnel of the Company or their respective relatives.
 - Additional details in terms of Clause 49 of the Listing Agreement in respect of Directors being re-appointed are given hereunder:

Shri Sunil Kumar Sharma

Shri Sunil Kumar Sharma, aged about 55 years is the Vice-Chairman and CEO of the Company. He holds a Bachelors' Degree in Science from Meerut University and possesses 33 years of experience in planning, procurement, execution and management.

He has been instrumental in the successful completion of several engineering construction projects, including Hotel Siddharth, Hotel Vasant Continental, Cement Plant at Rewa in Madhya Pradesh and construction of the Lakya Dam in Karnataka. He was the Director-in-Charge of the underground power house works at Jhakri, Rockfill Dam, chute and shaft spillway works of the Tehri Hydel Project and the works at the Chamera-II Hydel Project.

Shri Sunil Kumar Sharma is the Executive Vice-Chairman of Jaiprakash Associates Limited. He is a Director on the Boards of Jaypee Powergrid Limited, Jaypee Infratech Limited, Himalyan Expressway Limited, Jaypee International Logistics Company Private Limited, Jaypee Arunachal Power Limited, Jaypee Sports International Limited, Sangam Power Generation Company Limited, Prayagraj Power Generation Company Limited, Jaypee Fertilizers & Industries Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Jaypee Healthcare Limited, Indesign Enterprises Pvt.Ltd., Himachal Karcham Power Company Limited and Himachal Baspa Power Company Limited.

Shri Sunil Kumar Sharma is the Chairman of the Audit Committees of Himalyan Expressway Limited, Jaypee Arunachal Power Limited, Prayagraj Power Generation Company Limited. He is the Chairman of the Shareholders' Investor Grievance, Share Allotment and Share Transfer Committee of Jaypee Infratech Limited and Jaypee Sports International Limited. Shri Sunil Kumar Sharma is a Member of the Investor Grievance and Share Transfer Committee of Jaiprakash Associates Limited. He is also the Chairman of the Remuneration Committee of Sangam Power Generation Company Limited and Prayagraj Power General Company Limited. He is also a Member of the Finance Committee of the Board and Committee of Directors of the Company.

Shri Sunil Kumar Sharma holds 5,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis

Shri D.P. Goyal

Shri D.P. Goyal, aged about 67 years, holds Bachelors' Degree in Civil Engineering with Masters' Degree in Water Resources Development from University of Roorkee (now known as Indian Institute of Technology, Roorkee), is a renowned Hydro-Power Development (Construction and Contract Management) Expert. Shri D.P. Goyal carries with him vast experience of around 48 years in the field of Hydro-Power Projects.

Previously, Shri D.P. Goyal was working as the Director (Technical) with Tala Hydro-Electric Project Authority, Bhutan. Shri Goyal was sent on deputation from HPSEB on Foreign Service terms of the Ministry of External Affairs, Government of India and Royal Government of Bhutan to Tala Hydro- Electric Project Authority, Bhutan. At the said 1020 MW Tala HEP in Eastern Himalayas, implemented by Tala Hydro-Electric Project Authority, Shri D.P. Goyal was in-charge of the execution from 1997 to 2005.

Prior to the amalgamation of erstwhile Jaypee Karcham Hydro Corporation Ltd. with the Company, he was the Managing Director of erstwhile Jaypee Karcham Hydro Corporation Ltd. and was responsible in Project completion and subsequent operations of the 1091 MW Karcham Wangtoo Hydro Electric Project.

Shri D.P. Goyal is the Managing Director of Jaypee Powergrid Limited and is also a Director on the Board of Jaypee Meghalaya Power Limited.

Shri D.P. Goyal is a Member of the Stakeholders' Relationship Committee of the Company.

Shri D.P. Goyal holds 18,150 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Shri G.P. Gaur

Shri G.P. Gaur, aged about 66 years, has over 38 years experience in construction and material management. He oversees the purchase and procurement of equipments relating to the various Projects undertaken by the various companies of Jaypee Group.

Shri G.P. Gaur is a Director on the Boards of Jaypee Healthcare Limited, Himalayaputra Aviation Limited and Jaypee Fertilizers & Industries Limited.

Shri G.P. Gaur is the Chairman of the Audit Committee of Jaypee Fertilizers & Industries Limited and is a Member of the Audit Committee of Himalayaputra Aviation Limited.

Shri G.P. Gaur (jointly with his wife Smt. Vijay Gaur) holds 50,000 Equity Shares of the Company and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 5 to 16 mentioned in the accompanying Notice dated 26th July, 2014:

Item No.5

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 (the Act)

M/s. R. Nagpal Associates, Chartered Accountants, New Delhi (Firm Regn. No. 002626N) were appointed as the Statutory Auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 6th July, 2013 .

M/s. R. Nagpal Associates, Chartered Accountants have been the Statutory Auditors of the Company since 1994-95 and have completed a period of 19 years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

Based on the recommendations of the Audit Committee, the Board of Directors has at its meeting held on 17th May, 2014, recommended the re-appointment of M/s. R. Nagpal Associates, Chartered Accountants, who are eligible for re-appointment, as Statutory Auditors of the Company for a period of three consecutive years to hold office from the conclusion of this AGM till the conclusion of the Twenty Second AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 6

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to carry out the Cost Audit of the Product "ELECTRICITY".

M/s. Kabra & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2014-15 by the Board of Directors, in its meeting held on 17th May, 2014, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of ₹1,00,000/- (Rupees One Lac only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 7 – 12

Appointment of Independent Directors on the Board of the Company

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, which became effective from 1st April, 2014 and as per provisions of the Listing Agreement, Independent Directors appointed by the Company can hold office for a term upto Five (5) consecutive years and retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. In view of the changed provisions, on the recommendations of Nomination and Remuneration Committee, the Board has decided to appoint the existing Independent Directors, namely, Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.C. Bhargava, Shri S.S. Gupta and Dr. J.N. Gupta as Independent Directors on the Board of the Company, for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. Each of the proposed appointees have submitted a Declaration to the Board that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and are eligible for appointment as the Independent Directors. In the opinion of the Board, the Directors proposed to be appointed as the Independent Directors fulfill the conditions specified under the Companies Act, 2013 & the Rules made thereunder. They also meet the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges for their appointment as the Independent Directors and are also independent from the management. The Independent Directors, so appointed, shall not be liable to retire by rotation.

The particulars of the persons proposed to be appointed as Independent Directors, are as under:

Shri R.N. Bhardwaj

Shri R.N. Bhardwaj, 68, holds a Post Graduate Degree in Economics from the Delhi School of Economics, University of Delhi, and a Diploma in 'Industrial Relations and Personnel Management' from the Punjabi University, Patiala. He has over 39 years of experience with LIC and has served in various key positions including as its Managing Director and Chairman. He has also served as a Member of the Securities Appellate Tribunal.

He is a Director on the Boards of Milestone Capital Advisors Limited, Jaiprakash Associates Limited, IL & FS Milestone Realty Advisors Private Limited, Singhi Advisors Private Limited, Samvridhi Advisors Private Limited, Invent Assets Securitisation and Reconstruction Private Limited, Religare Invesco Trustee Company Private Limited, Quadria Investment Management Private Limited, Microsec Financial Services Limited, Reliance Infratel Limited, Jaypee Infratech Limited, Dhunseri Petrochem & Tea Limited, Amtek Auto Limited, Rupa & Company Ltd. and SBI Life Insurance Company Limited.

Shri R.N. Bhardwaj is an Additional Director on the Boards of Reliance Communications Limited and Landmark Capital Advisors Private Limited.

Shri R.N. Bhardwaj is the Chairman of the Audit Committees of Jaiprakash Associates Limited & Invent Assets Securitisation and Reconstruction Private Limited. He is also the Chairman of the Shareholders'/ Investors' Grievance Committee of Microsec Financial Services Limited and the Chairman of the Investment Committee of SBI Life Insurance Company Limited. He is a Member of the Audit Committees of Reliance Communications Limited, Reliance Infratel Limited, Microsec Financial Services Limited, Milestone Capital Advisors Limited, SBI Life Insurance Company Limited and Rupa & Company Ltd. He is also a Member of the Nomination and Remuneration Committee of Reliance Communications Limited and Reliance Infratel Limited. He is also a Member of the ESOS Compensation Committee and Shareholders'/ Investors' Grievance Committee of Reliance Communications Limited. He is also a Member of the Transfer, Allotment and Management Committee of Milestone Capital Advisors Limited. He is also a Member of the Policy Holders' Protection Committee and the Risk Management Committee of SBI Life Insurance Company Limited. He is also a Member of the Audit Committee of the Company.

Shri R.N. Bhardwaj does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri R.N. Bhardwaj fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri R.N. Bhardwaj as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri R.N. Bhardwaj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri B.B. Tandon

Shri B.B. Tandon, aged about 72 years, holds Bachelors' Degree in Law and Masters' Degree in Economics from the University of Delhi. He also holds an 'Associate Certificate' from the Indian Institute of Bankers (CAIIB). Shri B.B. Tandon was a Member of the Indian Administrative Services (IAS) from 1965 to 2001. He held various positions in the Government of India and Government of Himachal Pradesh including as Principal Secretary, Power and Chairman, Himachal Pradesh State Electricity Board. He handled several key assignments in the Cabinet Secretariat, Department of Defence Production and Supplies, Ministry of Industry and the Ministry of Mines, Government of India. Shri B.B. Tandon was the Election Commissioner and later Chief Election Commissioner of India from 2001 to 2006.

Shri B.B. Tandon is a Director on the Boards of Adani Power Limited, ACB (India) Limited, Bhushan Steel Limited, Birla Corporation Limited, Dhampur Sugar Mills Limited, Exicom Tele-Systems Limited, Filatex India Limited, Jaypee Infratech Limited, Oriental Carbon & Chemicals Limited, VLS Finance Limited, Ambience Private Limited, Schrader Duncan Limited, Jinbhuvish Power Generations Private Limited and Ambuja Cement Foundation.

Shri B.B. Tandon is the Chairman of the Audit Committees of Adani Power Limited and Bhushan Steel Limited. He is a Member of the Audit Committees of Birla Corporation Limited, Filatex India Limited, Schrader Duncan Limited, Oriental Carbon & Chemicals Limited and VLS Finance Limited. He is also the Chairman of the Remuneration Committee of Adani Power Limited and is a Member of the Remuneration Committees of Birla Corporation Limited, Dhampur Sugar Mills Limited, Exicom Tele-Systems Limited, Filatex India Limited, ACB (India) Limited and Oriental Carbon & Chemicals Limited. He is also a Member of the Shareholders'/ Investors' Grievance Committees of VLS Finance Limited, Adani Power Limited and Ambience Private Limited. He is also a Member of the Finance Committees of Adani Power Limited and Jaypee Infratech Limited. He is also a Member of the Yamuna Expressway Appraisal Committee of Jaypee Infratech Limited. He is also the Chairman of the Audit Committee, Committee of Directors (for Re-Structuring), Corporate Social Responsibility Committee and Committee of Directors (for Fund Raising), of the Company.

Shri B.B. Tandon does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri B.B. Tandon fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri B.B. Tandon as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri B.B. Tandon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri A.K. Goswami

Shri A.K. Goswami, IAS (Retd), aged about 70 years, holds a Bachelors' Degree in Mechanical Engineering and has over 42 years of work experience in various capacities with the Central Government and the Government of Himachal Pradesh, including several senior level positions such as Secretary, Ministry of Water Resources, Secretary, Drinking Water, Ministry of Rural Development, Director General of the National Productivity Council, Chief Secretary to the Government of Himachal Pradesh and amongst other positions, he was also the Chairman of the Himachal Pradesh State Electricity Board. He was also the Chairman of the Board for Industrial and Financial Reconstruction (BIFR).

Shri A.K. Goswami is a Director on the Boards of Jaypee Sports International Limited and Stone India Limited.

Shri A.K. Goswami is the Chairman of the Audit Committee and Remuneration Committee of Jaypee Sports International Limited. He is a Member of the Audit Committee of Stone India Limited. He is also the Chairman of the Finance Committee and a Member of the Audit Committee and Committee of Directors (for Restructuring) of the Company.

Shri A.K. Goswami does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri A.K. Goswami fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri A.K. Goswami as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri A.K. Goswami, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri S.C. Bhargava

Shri S.C. Bhargava, aged about 68 years, holds a Bachelors' Degree in Commerce from the University of Delhi. He is also a Fellow Member of the Institute of Chartered Accountants of India. He has over 40 years of experience in the fields of Investments, Treasury Management, Finance, Accounts and Inspection with Life Insurance Corporation of India (LIC) from 1967 to 2005. During his association with LIC, he held senior positions such as the Deputy Secretary, Secretary (Investments), Chief (Investments) and Executive Director (Investments). Shri S.C. Bhargava also acted as a Member of the Technical Advisory Committee on Money, Foreign Exchange and Government Securities Markets of RBI from May, 2000 to July, 2005.

Shri S.C. Bhargava is a Director on the Boards of Jaiprakash Associates Limited, Aditya Birla Nuvo Limited, Asahi Industries Limited, Swaraj Automotives Limited, Industrial Investment Trust Limited, Escorts Limited, Antique Finance Private Limited, Swaraj Engines Limited, A.K. Capital Services Limited, Cox & Kings Limited, IIT Insurance Broking & Risk Management Private Limited, A K Capital Finance Private Limited, OTCEI Securities Limited and G.K. Industrial Park Private Limited. Shri S.C. Bhargava is the Nominee Director on the Board of OTC Exchange of India.

He is the Chairman of the Audit Committees of Industrial Investment Trust Limited and IIT Insurance Broking & Risk Management Private Limited and a Member of the Audit Committees of Cox & Kings Limited, Swaraj Engines Limited, Asahi Industries Limited, Jaiprakash Associates Limited and Escorts Limited. He is a Member of the Remuneration Committees of Industrial Investment Trust Limited and Escorts Limited. He is a Member of Shareholders'/ Investors'

Grievance Committees of Cox & Kings Limited and Escorts Limited & Finance Committee of Cox & Kings Limited, Member of the Risk Management Committee of Aditya Birla Nuvo Limited and also a Member of the Remuneration Committee of the Company.

Shri S.C. Bhargava does not hold any Equity Share in his own name and no share or convertible instrument in the Company is held by him, either in his name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri S.C. Bhargava fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri S.C. Bhargava as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri S.C. Bhargava, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Shri S.S. Gupta

Shri S.S. Gupta, aged about 70 years, is a First Class Graduate in Electrical Engineering and a Post Graduate in Business Management with specialisation in Finance. Shri S.S. Gupta has served in key positions such as the Chairman and Chief Executive Officer of Himachal Pradesh Electricity Regulatory Commission. He also worked with East African Power and Lighting Company, Kenya. He was elected as the Senior Vice-Chairman of the Forum of Indian Regulators and continues to be its Honorary Member. Shri S.S. Gupta was also a Member of the Steering Committee of South Asian Forum of Infrastructure Regulators.

Shri S.S. Gupta does not hold the office of Director of any other Company.

He is the Chairman of the Remuneration Committee of the Company.

Shri S.S. Gupta holds 120 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Shri S.S. Gupta fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Shri S.S. Gupta as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Shri S.S. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Dr. J.N. Gupta

Dr. J.N. Gupta, aged about 71 years, is M.Com., Ph.D., C.A.I.I.B., D.I.F. He served Reserve Bank of India from 1962 to 1964, as a Lecturer and later as Senior Reader, Department of Commerce, V.S.S.D. College, Kanpur University, as the Executive Director of U.P. Stock Exchange Association Ltd., Professor & Director of Dr. Gaur Hari Singhania Institute of Management & Research (2002-2004), Director of Jagran Institute of Management, Kanpur (2006-2007) and is presently Chief Executive Officer of Jagran Education Foundation. During the last 5 years with 'Jagran', he has been instrumental in setting up professional colleges including schools by the name of Jagran in New Delhi & Noida.

Dr. J.N. Gupta is a Director on the Boards of J.K. Cotton Spinning & Weaving Mills Company Limited and RSPL Limited.

Dr. J.N. Gupta is the Chairman of the Audit Committee of J.K. Cotton Spinning & Weaving Mills Company Limited.

Dr. J.N. Gupta holds 500 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

In the opinion of the Board, Dr. J.N. Gupta fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreements entered into with the Stock Exchanges and that he is independent of the management.

The Company has received a Notice in writing from a member proposing his candidature for the office of the Director alongwith a deposit of Rupees One Lac.

A copy of the Letter of Appointment of Dr. J.N. Gupta as an Independent Director, setting out the terms and conditions as approved by the Board, is available for inspection without any fees, at the Registered Office of the Company.

Except Dr. J.N. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 13

Shri Sunil Kumar Sharma is on the Board of the Company since December, 1997. The members of the Company, in terms of the Resolution dated 11th March, 2010, passed through Postal Ballot had appointed him as the Vice-Chairman & CEO of the Company for a period of five years w.e.f. 12th January, 2010 and Shri Sunil Kumar Sharma had accepted the appointment without any remuneration.

The Board in its meeting held on 26th July, 2014, had re-appointed him, subject to such approval(s) as may be required, including of members, for a further period of 5 years, w.e.f. 12th January, 2015.

Since Shri Sunil Kumar Sharma draws his remuneration from Jaiprakash Associates Limited, the holding Company, as its Executive Vice-Chairman, he has again offered not to draw any remuneration from the Company for the time being. However, he will be entitled to re-imburement of expenses, if any, incurred for the discharge of official duties.

Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualification, past experience and contribution of Shri Sunil Kumar Sharma, the Board considers that his re-appointment as the Vice-Chairman & CEO is in the best interest of the Company and requires approval of the members of the Company.

Shri Sunil Kumar Sharma holds 5,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Except Shri Sunil Kumar Sharma, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 14

The Board of Directors of the Company has pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Shri S.D. Nailwal as an Additional Director of the Company w.e.f. 17th May, 2014. In terms of the provisions of Section 161(1) of the Act, Shri S.D. Nailwal would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri S.D. Nailwal for the office of Director of the Company. Shri S.D. Nailwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri S.D. Nailwal, aged about 67 years is a Fellow member of the Institute of Company Secretaries of India with 43 years of experience in the fields of Project Financing, Corporate Planning and Secretarial Work. He has also got vast experience in public/rights issues, merger, amalgamation, land aquisition, Government Licenses etc.

Shri S.D. Nailwal is a Director on the Boards of Jaypee Fertilizers & Industries Limited, Himalyaputra Aviation Limited, Jaypee Assam Cement Limited, Jaypee Arunachal Power Limited, Kanpur Fertilizers & Cement Limited and Jaypee Uttar Bharat Vikas Private Limited.

Shri S.D. Nailwal is a Member of the Audit Committees of Jaypee Fertilizers & Industries Limited, Himalyaputra Aviation Limited, Jaypee Arunachal Power Limited and Kanpur Fertilizers & Cement Limited. He is also a Member of the Remuneration Committee of Jaypee Fertilizers & Industries Limited.

Shri S.D. Nailwal holds 15,800 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person, on a beneficial basis.

Except Shri S.D. Nailwal, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 15

The Board of Directors of the Company has pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Ms. Sunita Joshi as an Additional Director of the Company w.e.f. 17th May, 2014. In terms of the provisions of Section 161(1) of the Act, Ms. Sunita Joshi would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sunita Joshi for the office of Director of the Company. Ms. Sunita Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Ms. Sunita Joshi aged about 47 years, holds a Masters' Degree in International Business Management and possess about 24 years experience in related fields especially information technology, IT education and software development, sales and marketing and corporate communications. She is a Whole-time Director of JIL Information Technology Limited. She is also a Director on the Board of Jaypee Agra Vikas Limited, Jaypee Hotels Limited and Luckystrike Financiers Private Limited.

Ms. Sunita Joshi is the Chairperson of the Audit Committee of JIL Information Technology Limited. She is a Member of the Audit Committee of Jaypee Agra Vikas Limited and also a Member of the Remuneration Committee of Jaypee Hotels Limited. She is also a Member of the Corporate Social Responsibility Committee of the Company.

Ms. Sunita Joshi holds 28,100 Equity Shares of the Company in her own name and no share or convertible instrument in the Company is held by her either in her own name or in the name of any other person, on a beneficial basis.

Except Ms. Sunita Joshi, being appointee herself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 16

Shri Suren Jain, aged about 43 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad, and has over 21 years of experience in Corporate Planning, Corporate Finance and Management.

Shri Suren Jain is a Director on the Board of various companies namely, Akasva Associates Private Limited, Jaypee Powergrid Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee International Logistics Company Private Limited, Sangam Power Generation Company Limited, Prayagraj Power Generation Company Limited, SHEL Investments Consultancy Private Limited, Jaypee Mining Venture Private Limited, Jaypee Uttar Bharat Vikas Private Limited, Jaypee Meghalaya Power Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Sunil Hitech Energy Private Limited, MSMC Adkoli Natural Resources Limited, Jaypee Cement Cricket (India) Limited, Jaypee Cement Hockey (India) Limited, Himachal Karcham Power Company Limited and Himachal Baspa Power Company Limited.

Shri Suren Jain is a Member of the Audit Committees of Sangam Power

Generation Company Limited, Prayagraj Power Generation Company Limited and Jaypee Powergrid Limited, a Member of the Remuneration Committee of Prayagraj Power Generation Company Limited and Jaypee Powergrid Limited. He is also a Member of the Committee of Directors (for Re-structuring), Finance Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Committee of Directors (for Fund Raising) of the Company.

The Members, in terms of the Resolution dated 11th March, 2010, passed through Postal Ballot had appointed him as the Managing Director & CFO of the Company for a period of five years w.e.f. 12th January, 2010 and his term as the Managing Director & CFO would be expiring on 11th January, 2015.

Concurring with the recommendations of the Nomination and Remuneration Committee, based on qualifications, experience and contribution of Shri Suren Jain, the Board in its meeting held on 26th July, 2014, has decided to re-appoint him as Managing Director & CFO for a further period of 5 years w.e.f. 12th January, 2015, at the following remuneration fixed by the Nomination and Remuneration Committee for a period of 3 years from the date of his re-appointment:

Salary

₹9,00,000/- (Rupees Nine Lac only) per month in the pay scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000. (Annual increment to be given on 1st April, of every year)

Besides the above salary, Shri Suren Jain shall be entitled to the perquisites and other benefits upto an amount equal to the annual salary, as detailed hereinafter.

The above remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any year during the tenure of Shri Suren Jain.

The Board of Directors considers the re-appointment of Shri Suren Jain to be in the best interest of the Company.

The re-appointment and remuneration of Shri Suren Jain requires approval of the members of the Company.

Shri Suren Jain holds 16,700 Equity Shares of the Company in his own name and no share or convertible instrument in the Company is held by him either in his own name or in the name of any other person on a beneficial basis.

Except Shri Suren Jain, being appointee himself, none of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

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

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, a statement of information is given below:-

I. GENERAL INFORMATION:

(1) Nature of Industry:

Power Generation (Hydro and Thermal).

(2) Date or expected date of commencement of commercial production:

The Company has four operational Power Projects – three Hydro and one Thermal, besides one under

implementation, Jaypee Nigrie Super Thermal Power Project. Commercial operation of four operational Projects commenced from the month(s)/year(s) mentioned below:

- a) **Jaypee Baspa-II Hydro Power Plant:**
May, 2003 (1st Unit and 2nd Unit) and June, 2003 (3rd Unit).
- b) **Jaypee Vishnuprayag Hydro Power Plant:**
June, 2006 (1st Unit), July, 2006 (2nd Unit), August, 2006 (3rd unit) and October, 2006 (4th Unit).
- c) **Jaypee Karcham Wangtoo Hydro Power Plant:**
May, 2011 (1st Unit), June, 2011 (2nd Unit), September, 2011 (3rd and 4th Units).
- d) **Jaypee Bina Thermal Power Project:**
August, 2012 (1st Unit) and April, 2013 (2nd Unit).
- e) The commercial operations of **Jaypee Nigrie Super Thermal Power Project** are expected to commence from August, 2014 (1st Unit of 660 MW) and December, 2014 (2nd Unit of 660 MW).

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

(₹ in crore)

Particulars	FY-11-12	FY-12-13	FY-13-14
Turnover	1686	2291	2740
EBIDTA	1552	1797	1908
PAT	403	329	20
EPS	1.54	1.24	0.07
Net Block of Fixed Assets [including CWIP]	16041	20337	22362
Net Worth	5465	6444	6330

(5) Foreign Investments or collaborations, if any:

NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Shri Suren Jain, aged about 43 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad, and has over 21 years of experience in Corporate Planning, Corporate Finance and Management. He has worked in various capacities and businesses within the Jaypee Group, including the construction of the Indira Sagar and Sardar Sarovar Dams and the commissioning of the Jaypee Group's hotel project in Mussoorie and Agra. He was also the Director of Jaiprakash Associates Limited and part of the senior management team responsible for the formulation and implementation of business strategies relating to Jaiprakash Associates Limited's power and energy businesses.

(2) Past remuneration:

₹9,00,000/- (Rupees Nine Lac only) per month in the pay

scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000

(3) Recognition or Awards:

The Company's various projects have been conferred with various awards in the last three years, as per the details given below:

2013-14

(National Awards conferred by Ministry of Power, Govt. of India)

- (i) Gold Shield for the year 2012-13 for Baspa-II Hydro-Electric Plant in the category of 'Performance of Hydro Power Stations'.
- (ii) Gold Shield for the year 2011-12 for Baspa-II Hydro-Electric Plant in the category of 'Performance of Hydro Power Stations'.
- (iii) Gold Shield for the year 2011-12 for 4th unit of Karcham Wangtoo Hydro-Electric Plant in the category of 'Early completion of Hydro Power Projects'.
- (iv) Silver Shield for the year 2011-12 for 2nd unit of Karcham Wangtoo Hydro-Electric Plant in the category of 'Early completion of Hydro Power Projects'.

2012-13

Certificate of Merit 'For Most Admired Emerging Infrastructure Company in Power.'

2011-12

Company's Baspa-II Hydro-Electric Plant was conferred with Gold Shield for the year 2009-10 and a Silver Shield for the year 2010-11 under the category 'Performance of Hydro-Power Stations' by Ministry of Power, Govt. of India.

The above awards were conferred on the Company because of the outstanding contribution of all the Directors of the Company including Shri Suren Jain, Managing Director & CFO and managerial personnel and other staff members of the Company.

(4) Job profile and his suitability:

Shri Suren Jain is incharge of Hydro & Thermal Power Projects and the Finance & Accounts functions of the Company. In view of his professional qualification and experience, he is considered most suitable for the said job profile.

(5) Remuneration proposed:

The Board, based on the recommendations of Nomination and Remuneration Committee has approved the re-appointment of Shri Suren Jain as Managing Director & CFO for a period of five years w.e.f. 12th January, 2015, and his remuneration w.e.f. 12th January, 2015, for a period of 3 years, as mentioned below.

I. Salary

₹9,00,000/- (Rupees Nine Lakh only) per month in the pay scale of ₹4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000

(Annual increment to be given on 1st April, of every year)

II. Perquisites and other benefits

Besides the above salary, Shri Suren Jain shall be entitled to the perquisites which may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, Superannuation Fund or Annuity Fund, and Gratuity payable at a rate not exceeding half a months' salary for each completed year of service, leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the annual salary:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service; and
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Suren Jain, Managing Director & CFO shall also be entitled to use of car, telephone at residence and mobile phone for Company's business at Company's expense.

The Chairman is authorized to fix the inter-se limits of the aforesaid perquisites.

The above remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any year during the tenure of Shri Suren Jain.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the Managing Director & CFO.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Shri Suren Jain is the Managing Director & CFO and thus receives Directors' remuneration. Apart from above, he and his relatives is/are also entitled to various benefits in respect of his/their shareholdings, if any, in the Company and other group companies of Jaypee Group in which he/ his relatives is/are holding shares. He is not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company's profit after tax declined from ₹329.15 crore during FY 2012-13 to ₹19.73 crore during FY. 2013-14 because of several factors which, inter-alia, include the following:

- a) Due to natural calamity in Uttarakhand, generation of 400 MW Jaypee Vishnuprayag H.E. Plant was affected w.e.f. 16th June, 2013. On completion of

restoration and associated works including clearing of debris, the Plant resumed power generation w.e.f. 12th April, 2014. Since the Plant was shut down from 16th June, 2013 to 11th April, 2014, it resulted in non-realisation of revenue on account of secondary energy and incentive for plant availability.

- b) Current revenue of 500 MW Jaypee Bina Thermal Power Plant is based on provisional tariff. Application for final tariff determination is pending before the Regulator.
- c) Lower tariff realization for power sold in respect of 1091 MW Jaypee Karcham Wangtoo H.E. Plant, on merchant basis, due to prevailing market conditions.
- d) The Company had to execute large sized Infrastructure Projects but could not raise adequate funds through equity due to unfavourable market conditions during last three years. Therefore, the Company had to raise funds for completion of its on-going Power Projects which resulted in higher interest outgo.

(2) Steps taken or proposed to be taken for improvement:

- a) In view of change in the Government at the Centre, it is expected that both equity and debt market would improve and facilitate raising of resources at lower cost.
- b) Unit-I of 660 MW of Company's 1320 MW Jaypee Nigrie Super Thermal Power Project (JNSTPP) is envisaged to achieve commercial operations in August, 2014 and Unit-II of 660 MW in December, 2014. Upon commencement of operations of JNSTPP, the Company expects higher turnover and profitability.
- c) With the commencement of production of Jaypee Vishnuprayag Hydro Power Plant, the Company would be entitled to the benefits of secondary energy and incentive of plant availability in the current financial year 2014-15 and thereafter
- d) Company's 500 MW Jaypee Bina Thermal Power Plant (Bina TPP) has stabilized and upon determination of final tariff by the Regulator, it is expected that the profitability of the Company from Bina TPP would improve.

(3) Expected increase in productivity and profits in measurable terms:

The Power Sector in general has been under tremendous economic pressure. In anticipation of revival of over all economy in future, the aforesaid steps taken by the Company and with the coming into operation of the Company's 1320 MW Jaypee Nigrie Super Thermal Power Project, the Company's performance and profitability is expected to improve.

IV. DISCLOSURES:

(1) The following disclosures are mentioned in the Board of Directors' Report under the heading "Corporate Governance", attached to the Annual Report:

(i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors:

Details with regard to Salary, benefits and sitting fees paid to the Directors are disclosed in the Annual Report. The Company did not give any bonuses and stock options to the Directors.

(ii) Details of fixed component and performance linked incentives along with the performance criteria:

Details with regard to Salary, benefits and sitting fees paid to the Directors are disclosed in the Annual Report. The Company does not give any performance linked incentives to the Directors.

(iii) Service contracts, notice period, severance fees:

Not Applicable.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Not Applicable.

By Order of the Board
For **JAIPRAKASH POWER VENTURES LTD.**

M.M. SIBBAL
Sr. General Manager &
Company Secretary

Place : Noida
Date : 26th July, 2014

(Membership No.FCS-3538)