

ANNEXURE IV

Compliance report with the requirements specified in SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR) for the proposed Scheme of Arrangement between Jaiprakash Power Ventures Limited, Bina Power Supply Limited and their respective Shareholders and Creditors.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes/No)
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied The Board of Directors vide its resolution 18.07.2016 have approved National Stock Exchange of India Limited (NSE) as Designated Stock Exchange for the purpose of coordinating with SEBI.
Compliance as per Para I(A) 3) of Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied The Draft Scheme of Arrangement is enclosed as Page No. <u>1</u> to <u>4</u> .
2.b	Valuation Report from Independent Chartered Accountant	Complied A copy of Valuation Report from Independent Chartered Accountant is enclosed as Page No. <u>31</u> to <u>43</u>
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied Certified copy of the Report from the Audit Committee recommending the Draft Scheme is enclosed as Page No. <u>44</u> to <u>46</u> .
2.d	Fairness opinion by merchant banker	Complied Copy of the Fairness Opinion from Merchant Banker is enclosed as Page No. <u>47</u> to <u>49</u> .

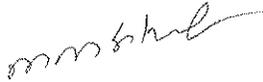


2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied The Pre and post shareholding pattern of unlisted company is enclosed as Page No. <u>50</u> to <u>58</u> .
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied The Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company is enclosed as Page No. <u>59</u> to <u>63</u> .
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Complied The Corporate Governance Report as per LODR is enclosed as Page No. <u>64</u> to <u>66</u> .
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme.
Compliance as per Para I(A) (1) of Annexure I to the Circular		
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/ reissue any shares, not covered under the Draft scheme.	Complied The issue of shares by transferee company shall be in accordance with the Scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied There are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at a future date.



7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable
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For **JAIPRAKASH POWER VENTURES LIMITED**



(M.M. SIBBAL)

Vice President & Company Secretary



Date : 26.08.2016

Place : Noida