

JAIPRAKASH POWER VENTURES LIMITED

CIN:L40101MP1994PLC042920

Registered Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, Dist. Singrauli 486669 (M. P)

Phone: +91 (7801) 286021-39; **Fax:** +91 (7801) 286020

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Phone:+91 (011) 49828500; **Fax:** +91 (11) 26145389

Website : www.jppowerventures.com **E-mail :** jpvl.investor@jalindia.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Wednesday, 29th September, 2021 at 11.30 AM** through Video Conferencing (VC) / Other Audio Video Conferencing (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021, Auditors Report thereon together with the Report of the Board of Directors and in this regard to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021, Auditors Report thereon and the report of Board of Directors as laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Suren Jain (DIN:00011026), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following Resolution as Ordinary Resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Suren Jain (DIN:00011026), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Shri Praveen Kumar Singh (DIN:00093039), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Shri Praveen Kumar Singh (DIN:00093039), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditors:**

To ratify the remuneration of Cost Auditors for the Financial

Year ending 31st March, 2022 and in this regard, to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions 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 modifications or re-enactments there of from time to time being in force), the remuneration of Rs. 2,00,000/- (Rupees Two lakh only) exclusive of applicable Tax/GST and out-of-pocket expenses, payable to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration Number 000212) appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company, relating to Power Generation and for Cement Grinding Unit, for the Financial Year 2021 - 22 be and is hereby approved and ratified.”

5. **Appointment of Shri Sudhir Mital as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Shri Sudhir Mital (DIN: 8314675), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three years with effect from the date of approval of his appointment by the Board i.e. from 7th November, 2020 and whose period of office shall not be liable to retire by rotation.”

“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 maybe deemed necessary, proper and expedient to implement this Resolution.”

6. Appointment of Shri Pritesh Vinay as Non-Executive Non independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 152 and 160 of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, Shri Pritesh Vinay (DIN 8868022) who was appointed as an Additional Director of the Company under section 161(1) of the Companies Act, 2013 with effect from 7th November, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Non independent Director, and who holds office as such up to the date of this Annual General Meeting, and who has consented in writing to act as a Director of the company, be and is hereby appointed as a Non-Executive Director of the company office of which shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT Company secretary of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”.

7. Appointment of Dr. Dinesh Kumar Likhi as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Dr. Dinesh Kumar Likhi(DIN: 03552634), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three years with effect from the date of approval of his appointment by the Board i.e. from 6th August, 2021 and whose period of office shall not be liable to retire by rotation.”

“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 maybe deemed necessary, proper and expedient to implement this Resolution.”

By Order of the Board
For **JAIPRAKASH POWER VENTURES LTD**
(Mahesh Chaturvedi)
Additional G.M. & Company Secretary
(Membership No. FCS-3188)

Place: New Delhi
Date: 6th August, 2021

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. In view of the continuing Covid-19 pandemic and considering the urgency of the matter and in accordance with the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 Circular dated May 5, 2020 and Circular dated January 13, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular dated May 12, 2020 and January 15, 2021 permitting the holding of the “AGM” through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting and voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum of 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 23rd Day of September 2021 to Wednesday, the 29th

day of September, 2021 (both days inclusive).

7. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting by email through its registered email address to jpvl.investor@jalindia.co.in.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 -21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.jppowerventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of our RTA – Alankit Assignments Ltd. at www.alankit.com.
9. Those Members holding shares in physical form, whose email addresses are not registered with the Company, may register their email address by sending, scanned copy of a signed request letter mentioning name, folio number and complete address, self attested scanned copy of the PAN Card; and self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to jpvl.investor@jalindia.co.in. Members holding shares in demat form can update their email address with their Depository Participant.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
13. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
14. (a) SEBI vide notification dated 8th June, 2018 has mandated that except in case of transmission or transposition of securities, request for effecting transfer of shares of a listed company shall not be processed unless the shares are held in dematerialized form with the depository.
(b) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings.
(c) SEBI had further mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market vide circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated 20th April, 2018 and has advised that the

shareholders holding shares in physical form and whose ledger folios do not have/ have incomplete details with regard to PAN and bank particulars, must compulsorily furnish the requisite details to the Company/Registrar and Transfer Agents (RTA). Accordingly members who are holding shares in physical form are requested to notify the change, if any, in their address or bank details to Company's RTA and always quote their folio number in all correspondence with the Company and RTA. In respect of holding shares in electronic form members are requested to notify any change in address or bank details to their respective Depository Participants.

15. The members who have cast their vote by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.
16. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	26.09.2021
End of remote e-voting	28.09.2021

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

17. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://jppowerventures.com/wp-content/uploads/2018/07/JPVL_Consolidated-List-of-shares_trf-to-IEPF_Final.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Alankit Assignment Limited, 4E/2, Jhandewalan Extension, Delhi - 110055 for lodging claim for refund of shares and / or dividend from the IEPF Authority.
18. Members willing to raise their queries with regard to Financial Statement or any other Agenda items of AGM

are requested to send email from their registered email address, mentioning Name, DP ID and Client ID/Folio Number and mobile number to reach at jpvl.investor@jalindia.co.in till 3:00 p.m. of 22nd September, 2021. Five queries on first come basis shall be answered at the AGM. Remaining unanswered queries shall be appropriately responded to at the earliest post AGM.

19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. jpvl.investor@jalindia.co.in. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
20. Shri Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) has been appointed as Scrutinizer and Shri Amit Agarwal, Practising Company Secretary (Membership No. FCS 5311) as Alternate Scrutinizer to Scrutinize the voting at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.
21. Instructions for attending the AGM and e-voting are as follows:

A. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating

seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than individual **shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jpv.investor@jalindia.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT OF MATERIAL FACTS

Following Statement, pursuant to the provisions of Section 102

of the Companies Act, 2013, sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Rule 3A and Rule 4 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Power Generation and Cement Grinding Unit.

M/s. Sanjay Gupta & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2021-22 by the Board of Directors, in its meeting held on 14th June, 2021, on the recommendation of the Audit Committee. The Board has fixed remuneration of Rs. 2,00,000/- (Rupees Two lakhs only) exclusive of applicable Tax/GST 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 fixed by the Board of Directors is required to be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are 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. 5

Shri Sudhir Mital (DIN: 8314675), aged 67 years, is Graduate from Allahabad University with a Masters degree in Indian History. Additional Masters in Rural Development from University of Birmingham, UK.

He has served in public service for over 40 years, spanning across sectors from food safety and agriculture to developmental financing of Small and Medium Enterprises to corporate governance and market regulator, both in the State of Punjab as well at the Centre.

Shri Sudhir Mital before moving to the Centre, has held various positions with the Punjab Government. Some of his appointments include, Secretary, Power and Chairman of Punjab State Electricity Board, where he initiated several power sector reforms in the State; Managing Director, Punjab Financial Corporation dealing with providing Finance to medium and small industry; Commissioner Commercial taxes, State Excise and Entertainment, Senior Regional Manager, Food Corporation of India, District Magistrate Jalandhar etc. He was also the Government's Special Emissary to the Delhi Commonwealth Games 2010 as its Special Director General for overseeing the entire Games Village operations besides other areas.

In the opinion of the Board, Shri Sudhir Mital fulfills the

conditions specified in the Companies Act, 2013, the Rules made there under and the SEBI Regulations for being appointed as an Independent Director. The Company has received from Shri Sudhir Mital declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has made available his consent, his declaration of Independence and a copy of the Letter of Appointment, as approved by the Board, of Shri Sudhir Mital as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company, Corporate office and hosted at the company's website.

Except Shri Sudhir Mital, 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.

Shri Sudhir Mital does not hold any Equity Share in his own name or in the name of any other person on a beneficial basis. The Board considers that he is a person of integrity and possesses relevant expertise and experience which would be of immense benefit to the Company. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 6

Shri Pritesh Vinay (DIN: 8868022), aged 45 years, is B.E. (Computer Science & Engineering) from Bihar Institute of Technology, Sindri and Master of Management Studies (Finance) from Sydenham Institute of Management Studies, Mumbai University.

Shri Pritesh Vinay possesses professional experience across Corporate Finance, Fund Raising (both onshore and offshore), Investor Relations, M&A and Equity Research, having worked with reputed Indian and Multinational corporations.

Shri Pritesh Vinay currently is the Chief Financial Officer of JSW Energy Limited. Prior to that he was Vice President - Corporate Finance for JSW Steel Limited, Head - Group Investor Relations & Media Relations for the JSW Group.

It is proposed to appoint Shri Pritesh Vinay as Non-Executive Non-Independent Director of the company and accordingly, the Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 7.

Dr. Dinesh Kumar Likhi, aged around 61 years, is BE from IIT Roorkee, ME from NIT Rourkela and holds Ph.D degree from IIT Delhi. He is Adjunct Professor (Strategy and Operations), IIT Roorkee, former Chairman-cum-Managing Director of Mishra Dhatu Nigam Limited (MIDHANI) and former CEO of Utkarsha Aluminium Dhatu Nigam Limited (JVC of MIDHANI

& NALCO). He has more than 36 years of managerial and leadership experience.

He possesses Managerial and Leadership experience in Indian automobile Company (Escorts), Indian Steel Company [Steel Authority of India Limited (SAIL)], other associate companies like MIDHANI and JVC of MIDHANI & NALCO.

He has contributed in the areas of Strategy, Operations, Marketing, Business Development, Projects, Human Resources, Supply Chain Management, Corporate Governance and Sustainability, Leadership skills in managing single/ multi-locations business units, imparted knowledge to more than 5000 business students for spreading tacit/explicit knowledge in techno-management domains, as part of individual social initiatives to students of IIM, IIFT, IMT, MOI, IMI, IIT, etc., conceptualized and managed Global cause of effective management of strategic alliances through a society named "Society of Strategic Alliance Professionals Association", advocated for a cause of self-reliance in materials and was awarded National Metallurgist Award (2016) by Ministry of Steel, Tata Gold Medal (2018) by Indian Institute of Metals (IIM) on 56th National Metallurgists day and International Leadership Award (2019 & 2020).

His key areas of expertise are Corporate Governance, Strategic Management, Marketing Management, Operation Management, Project Management, Strategic Initiatives and Stakeholders Management.

In the opinion of the Board, Dr. Dinesh Kumar Likhi fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI Regulations for being appointed as an Independent Director. The Company has received from Dr. Dinesh Kumar Likhi a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has made available his consent, his declaration of Independence and a copy of the Letter of Appointment, as approved by the Board, of Dr. Dinesh Kumar Likhi as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company, Corporate office and hosted at the company website.

Except Dr. Dinesh Kumar Likhi, 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.

Dr. Dinesh Kumar Likhi does not hold any Equity Share in his own name or in the name of any other person on a beneficial basis. The Board considers that he is a person of integrity and possesses relevant expertise and experience which would be of immense benefit to the Company. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUEING ANNUAL GENERAL MEETING AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Shri Suren Jain (Retiring by rotation)	Shri Praveen Kumar Singh (Retiring by rotation)
Age	50 years	48 years
Qualifications	Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad	Bachelors' Degree in Civil Engineering from the University of Bangalore
Experience (including expertise in specific functional area)/ Brief Resume	Shri Suren Jain has over 27 years of experience in corporate planning, corporate finance and management. He had worked in various capacities and businesses within the Jaypee Group, including, working on the construction of the Indira Sagar and Sardar Sarovar Dams and the commissioning of the Jaypee Group's hotel projects in Mussoorie and Agra. He is part of the senior management team responsible for the formulation and implementation of business strategies relating to power and energy businesses.	Shri Praveen Kumar Singh was involved in the construction and implementation of Karcham-Wangtoo HEP. He was also involved in the construction of the Indira Sagar hydro electric project and was the unit in-charge of Omkareshwar hydroelectric project.
Terms and Conditions of Appointment/ Re-Appointment	–	–
Date of first Appointment on the Board	12 th January, 2010	11 th August, 2011
Shareholding in the Company as on March 2021	71,100 equity shares	3,50,000 equity shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meeting of the Board attended during the year 2020-21	5	5
Directorships in other Listed Companies.	NIL	NIL
Membership/ Chairmanship of Committees in other Listed Companies.	NIL	NIL

Particulars	Shri Sudhir Mital (appointment as Independent Director)	Shri Pritesh Vinay (appointment as Non-Executive Director)	Dr. Dinesh Likhi (appointment as Independent Director)
Age	67 Years	45 Years	61 Years
Qualifications	Graduate from Allahabad University with a Masters degree in Indian History. Additional Masters in Rural Development from University of Birmingham, UK.	B.E. (Computer Science & Engineering) from Bihar Institute of Technology, Sindri and Master of Management Studies (Finance) from Sydenham Institute of Management Studies, Mumbai University.	B.E. (Metallurgy from IIT Roorkee-Gold Medallist) and M.E. (Metallurgy) from NIT Rourkela. MBA from MSM, the Netherlands. Ph. D. from IIT Delhi

Particulars	Shri Sudhir Mital (appointment as Independent Director)	Shri Pritesh Vinay (appointment as Non-Executive Director)	Dr. Dinesh Likhi (appointment as Independent Director)
Age	67 Years	45 Years	61 Years
Experience (including expertise in specific functional area)/ Brief Resume	<p>Shri Sudhir Mital had been in public service for over 40 years, spanning across sectors from food safety and agriculture to developmental financing of Small and Medium Enterprises to corporate governance and market regulator, both in the State of Punjab as well at the Centre.</p> <p>His last assignment with the Government was as Member of the Competition Commission of India (CCI) and then it's Acting Chairman, an office which he demitted in November, 2018. He had been Special Secretary, Ministry of Corporate Affairs as a key functionary engaged in the evolution of Companies Bill, 2013.</p> <p>Prior to joining the Commission, he has held several other key positions in the Centre, such as Secretary to Government of India in the Department of Fertilizers as well as Joint Secretary, Ministry of Environment and Forests where he was dealing with Bilateral, Regional and Multilateral Cooperation and was Chief Negotiator on "Sustainable Development" in International Forums.</p> <p>Before moving to the Centre, he held various positions with the Punjab Government. Some of his appointments include, Secretary, Power and Chairman of Punjab State Electricity Board, where he initiated several power sector reforms in the State; Managing Director, Punjab Financial Corporation dealing with providing Finance to medium and small industry; Commissioner Commercial taxes, State Excise and Entertainment, Senior Regional Manager, Food Corporation of India, District Magistrate Jalandhar etc. He was also the Government's Special Emissary to the Delhi Commonwealth Games 2010 as its Special Director General for overseeing the entire Games Village operations besides other areas.</p>	<p>Shri Pritesh Vinay possesses professional experience across Corporate Finance, Fund Raising (both onshore and offshore), Investor Relations, M&A and Equity Research, having worked with reputed Indian and Multinational corporations.</p> <p>Currently, Mr.Pritesh Vinay is the Chief Financial Officer of JSW Energy Limited. Prior to that he was Vice President - Corporate Finance for JSW Steel Limited, Head - Group Investor Relations & Media Relations for the JSW Group.</p>	<p>Dr. Dinesh Kumar Likhi, aged around 61 years, holds Ph.D degree from IIT Delhi in 2009. He is Adjunct Professor (Strategy and Operations), IIT Roorkee, former Chairman-cum-Managing Director of Mishra Dhatu Nigam Limited (MIDHANI) and former CEO of Utkarsha Aluminium Dhatu Nigam Limited (JVC of MIDHANI & NALCO). He has more than 36 years of managerial and leadership experience.</p> <p>He possesses Managerial and Leadership experience in Indian automobile Company (Escorts), Indian Steel Company [Steel Authority of India Limited (SAIL)], other associate companies like MIDHANI and JVC of MIDHANI & NALCO.</p> <p>He has contributed in the areas of Strategy, Operations, Marketing, Business Development, Projects, Human Resources, Supply Chain Management, Corporate Governance and Sustainability, Leadership skills in managing single/ multi-locations business units, imparted knowledge to more than 5000 business students for spreading tacit/explicit knowledge in techno-management domains, as part of individual social initiatives to students of IIM, IIFT, IMT, MOI, IMI, IIT, etc., conceptualized and managed Global cause of effective management of strategic alliances through a society named "Society of Strategic Alliance Professionals Association", advocated for a cause of self-reliance in materials and was awarded National Metallurgist Award (2016) by Ministry of Steel, Tata Gold Medal (2018) by Indian Institute of Metals (IIM) on 56th National Metallurgists day and International Leadership Award (2019 & 2020).</p> <p>His key areas of expertise are Corporate Governance, Strategic Management, Marketing Management, Operation Management, Project Management, Strategic Initiatives and Stakeholders Management.</p>

Particulars	Shri Sudhir Mital (appointment as Independent Director)	Shri Pritesh Vinay (appointment as Non-Executive Director)	Dr. Dinesh Likhi (appointment as Independent Director)
Age	67 Years	45 Years	61 Years
Terms and Conditions of Appointment/ Re-Appointment	3 Years from 7th November, 2020	–	3 Years from 6th August, 2021
Date of first Appointment on the Board	7th November, 2020	7th November, 2020	6th August, 2021
Shareholding in the Company as on March 2021	NIL	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of meeting of the Board attended during the year 2020-21	3	2	NA
Directorships of other Listed Companies.	Hindalco Industries Ltd.	NIL	Supreme Engineering Limited
Membership/ Chairmanship of Committees in other Listed Companies.	NIL	NIL	NIL