

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

Corporate Office: 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi- 110057

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Friday, the 15th September, 2017 at 10.00 a.m.** at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh), 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, 2017 together with the Report of the Board of Directors and the Auditors Reports thereon.
2. To appoint a Director in place of **Shri Manoj Gaur (DIN: 00008480)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.
4. To appoint a Director in place of **Ms. Sunita Joshi (DIN: 00025720)**, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard, if though fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re enactment(s) thereof, for the time being in force), M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in 2022, at such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business:

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

6. **RATIFICATION OF THE REMUNERATION OF COST AUDITOR**

“RESOLVED THAT pursuant to the provision 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 Accountants (Firm Regn no. 0075)** appointed by the Board as Cost Auditors to conduct Audit of the cost records of the Company, relating to the Power Generation and Cement Grinding Unit, for the Financial Year 2017-18, as set out in the Statement annexed to the Notice convening this meeting, be and is hereby ratified.”

“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.”

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

7. **APPOINTMENT OF SHRI M.K.V. RAMA RAO AS DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Shri M.K.V. RAMA RAO (DIN 03257012)** be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

8. **RE- APPOINTMENT OF SHRI R.N. BHARDWAJ AS AN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Shri R.N. Bhardwaj (DIN: 01571764)**, a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2017 to 19th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

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

9. **RE-APPOINTMENT OF SHRI B. B. TANDON AS AN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Shri B. B. Tandon (DIN: 00740511)**,

a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2017 to 19th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

10. RE-APPOINTMENT OF SHRI A. K. GOSWAMI AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri A. K. Goswami (DIN: 02636247), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2017 to 19th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

11. RE-APPOINTMENT OF SHRI S. S. GUPTA AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri S. S. Gupta (DIN: 02284265), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2017 to 19th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

12. RE-APPOINTMENT OF DR. J. N. GUPTA AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. J. N. Gupta (DIN: 00397952), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2017 to 19th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

13. RE-APPOINTMENT OF SHRI K. N. BHANDARI AS AN INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri K. N. Bhandari (DIN: 00191219), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

14. RE-APPOINTMENT OF SHRI ATANU SEN AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Atanu Sen (DIN: 05339535), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

15. RE-APPOINTMENT OF SHRI SHAM LAL MOHAN AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sham Lal Mohan (DIN: 00028126), a Non-Executive Independent Director of the Company, being eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th September, 2017 to 29th September, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

16. RE-APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Keshav Prasad Rau (DIN: 02327446), a Non-Executive Independent Director of the Company, being

eligible and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three consecutive years from 30th May, 2018 to 29th May, 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 may be deemed necessary, proper and expedient to implement this Resolution.”

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

17. FIXATION OF REMUNERATION OF SHRI SUREN JAIN, MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 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 fixation of remuneration of Shri Suren Jain (DIN:00011026), Managing Director & CFO of the Company for the remaining period of his tenure i.e. from 12th January, 2018 to 11th January, 2020, 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, subject to the limits laid down under Schedule V of the Companies Act, 2013.”

“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

A. K. RASTOGI

Place: New Delhi
Date : 17th August, 2017

Jt. President & Company Secretary
(Membership No. FCS-1748)

Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out under the above notice is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANY/BODY CORPORATES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. A BLANK PROXY FORM IS ENCLOSED.**

A person can act as the Proxy on behalf of the members, not exceeding 50 (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 of the Company, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy for any other person or member.

3. 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.

4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts 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.

5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh) or Corporate Office at 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi- 110057 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 A.K. Rastogi, Joint President & Company Secretary."

6. 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 Registrar and Transfer Agent (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 and change in address or bank details to their respective Depository Participants.

7. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by

the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The members as on the cut-off date viz. **Friday, 8th September, 2017** shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

9. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

10. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 A.M. on 12th September, 2017
End of remote e-voting	5.00 P.M. on 14th September, 2017

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **8th September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

11. Procedure and instructions for remote e-voting

The procedure and instructions for remote e-voting are as follows:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Jaiprakash Power Ventures Limited".

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sgsdel@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- EVEN (Remote e-voting Event Number)**
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **8th September, 2017**.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **8th September, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Pankajg1@alankit.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to evoting@nsdl.co.in
- XI. Shri D. P. Gupta, Practising Company Secretary (Membership No. FCS 2411) has been appointed as Scrutinizer and Shri Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) as Alternate Scrutinizer to Scrutinize the Polling 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.

- XII. The Scrutinizer, after scrutinizing the vote cast at the Meeting (Polling) and though remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or person so authorised. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jppowerventures.com and on the website of NSDL <https://www.evoting.nsdl.com/downloadsAndResults.aspx>. The results shall simultaneously be communicated to the Stock Exchanges.
12. The Register of Members and Share Transfer Books will remain closed from **Friday, the 8th September, 2017 to Friday, the 15th September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
13. 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.
14. 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.
15. 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.**
16. Copies of the Notice of 22nd Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on Friday, 11th August, 2017**. Upon request, printed copy of Annual Report will be supplied to those share holders to whom Annual Report has been sent through Electronic Mode. The Notice is also available on the website of the Company www.jppowerventures.com and on the website of NSDL <https://www.nsdl.com/evoting/EvotingInstanceAndResults.aspx>.
17. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in Company's Records which will help the Company and the Company's Registrar and Transfer Agents – Alankit Assignments Limited (AAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL and always quote their Folio Numbers in all correspondences with the Company and RTA.
19. (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.
- (b) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
- (c) Details of Directors retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

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. 5

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

In terms of the Provision 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. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

The term of M/s. R. Nagpal Associates, Chartered Accountants, Auditors of the Company, expires at the conclusion of the ensuing Annual General Meeting.

M/s. R. Nagpal Associates have been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new auditor in their place.

The Board of Directors, have at their meeting held on 29th May, 2017, recommended the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration No.301051E) as Statutory Auditors of the Company in place of M/s. R. Nagpal Associates to hold office from the conclusion of 22nd AGM until the conclusion of the 27th AGM of the Company, subject to ratification by the members at every AGM till the 26th AGM.

Item No. 6

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 also for cement grinding unit.

M/s. Kabra & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2017-18 by the Board of Directors, in its meeting held on 31st July, 2017, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand 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 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

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri M. K. V. Rama Rao as an Additional Director of the Company w.e.f. 9th December, 2016. Shri M. K. V. Rama Rao was also designated as Whole-time Director of the Company w.e.f. 9th December, 2016. In terms of the provisions of Section 161(1) of the Act, Shri M. K. V. Rama Rao 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 M. K. V. Rama Rao for the office of Director of the Company. Shri M. K. V. Rama Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Shri M. K. V. Rama Rao, aged about 62 years, is M. Tech (Production Technology) from IIT-Kharagpur. Shri M. K. V. Rama Rao has vast experience in the power sector of more than 38 years. He has held various positions in NTPC from 1978 to 2013 i.e. for around 35 years, where the last post held by him was that of Executive Director. He has been Managing Director of Haryana Power Generation Company Limited, Panchkula (the generation company in the State of Haryana) from November, 2013 to November, 2016.

He is not a member of any committee of any company in which he is a Director. Shri M. K. V. Rama Rao does not hold any shares of the Company. Neither any share is held by him for any other person on a beneficial basis, nor does any other person hold any share for Shri M. K. V. Rama Rao on a beneficial basis

Except Shri M. K. V. Rama Rao, 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. 8 to 16

Re-appointment of Independent Directors

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act") and Securities & Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015, Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A. K. Goswami, Shri S.S. Gupta and Dr. J.N. Gupta were appointed as Independent Directors of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. Shri K. N. Bhandari, Shri

S. L. Mohan and Shri Atanu Sen were appointed as Independent Directors of the Company for a term of three consecutive years from 30th September, 2014 to 29th September, 2017. Further, Shri Keshav Prasad Rau was appointed as Independent Directors of the Company for a term of three consecutive years from 30th May, 2015 to 29th May, 2018. Their tenure as Independent Director shall be expiring on 19th September, 2017, 29th September, 2017 and 29th May, 2018 respectively.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K. N. Bhandari, Shri S. L. Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau as Independent Directors for a second term of 3 (three) consecutive years on the Board of the Company.

The Board of Directors, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, consider that, given their background and experience & contribution made by them during their tenure, the continued association of Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K N Bhandari, Shri S L Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia provide that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received notices in writing from a Member alongwith deposit of Rs. 1,00,000/- each under Section 160 of the Act proposing the candidature of Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K. N. Bhandari, Shri S. L. Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau for the office of Independent Directors of the Company.

The Company has also received declaration from Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K. N. Bhandari, Shri S. L. Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau that they meet the criteria for independence as prescribed under Section 149 (6) of the Act and under the Listing Regulations and in the opinion of the Board, all of them fulfils the condition for appointment as Independent Directors as specified in the Act and the Listing Regulations and they are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at item no. 8 to 16 are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India.

Copy of draft letters of appointment of Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K. N. Bhandari, Shri S. L. Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company.

Shri R.N. Bhardwaj, Shri B.B. Tandon, Shri A.K. Goswami, Shri S.S. Gupta, Dr. J.N. Gupta, Shri K N Bhandari, Shri S L Mohan, Shri Atanu Sen and Shri Keshav Prasad Rau and their relatives may be deemed interested in the Resolutions set out respectively at item nos. 8 to 16 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other 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 Resolutions.

The Board commends the Special Resolutions set out at Item nos. 8 to 16 of the Notice for approval of the members.

Item no. 17

Shri Suren Jain, aged about 47 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad. Shri Suren Jain has over 24 years experience in corporate planning, corporate finance and management. He has worked in various capacities across varied businesses of the Jaypee group including working on the construction of the Indra Sagar and Sardar Sarovar dams and commissioning of the Jaypee Group's hotel projects in Mussorie and Agra.

Shri Suren Jain was re-appointed as Managing Director & CFO of the Company for a period of 5 years w.e.f. 12th January, 2015 to 11th January, 2020. However his remuneration was fixed for a period of 3 years w.e.f. 12th January, 2015 as such the approval for payment of remuneration to him is upto 11th January, 2018.

The Nomination & Remuneration Committee and Board of Directors in their respective meetings held on 31st July, 2017 had recommended to the Members of the Company, fixation of Remuneration of Shri Suren Jain, Managing Director & CFO during his remaining period of tenure at the current Basic Pay of Rs. 11,70,000/- (Rupees Eleven Lacs Seventy Thousand only) in the existing Pay Scale of Rs. 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 mentioned Basic Salary, Shri Suren Jain shall also entitled to **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, gratuity at a rate not exceeding half a month's salary for each completed year of service and 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 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.

Since the Company has incurred a Net Loss of Rs. 760.18 crores during the Financial Year ended 31st March, 2017, pursuant to the provisions of the Companies Act, 2013, in case of loss or inadequacy of profits, the Company can pay remuneration to its managerial personnel within the limits laid-down in the Schedule-V to the Companies Act, 2013.

Part-II Section-II second proviso to Schedule-V provides that the limits prescribed in this section shall apply, if:-

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee.
- (ii) The company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person and in case of a default, the company obtains prior approval from secured creditors for the proposed remuneration and the fact of such prior approval having been obtained is mentioned in the explanatory statement to the notice convening the general meeting.
- (iii) An ordinary resolution or a special resolution, as the case may be, has been passed for payment of remuneration as per the limits laid down in item (A) or a special resolution has been passed for payment of remuneration as per item (B), at the general meeting of the company for a period not exceeding three years.

Since the Company was in default for payment of interest and repayment of debts to the banks/ financial institution, the Company will be required to obtain approval of secured creditors for payment of remuneration to Shri Suren Jain, Managing Director & CFO during his remaining period of tenure.

The Company has received approval/No-objection from the secured creditors of the Company including from whom principal and/ or interest on loan was due for a continuous period of 30 days or more as on 31st March, 2017, for payment of remuneration to Shri Suren Jain, Managing Director & CFO during his remaining period of tenure. The said letter no. MFG/2017/08/689 dated 17th August, 2017 from ICICI Bank, the lead Bank on behalf of lenders conveying approval of payment of remuneration of Shri Suren Jain, Managing Director & CFO is being placed before the Members and will form part of material documents for inspection. The same shall be open for inspection at the Registered Office of the Company upto the date of the Annual General Meeting.

The Board is of the opinion that the payment of the proposed remuneration to Shri Suren Jain, Managing Director & CFO during his remaining period of tenure, is in the best interest of the Company considering his qualification and vast experience in the Power sector.

Except Shri Suren Jain, 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 the 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) ,Cement grinding and Coal Mining

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

The Company has power generation capacity of 2,220 MW comprising of one Hydro Power Plant and two Thermal Power Plants, namely:

- I. 400 MW Jaypee Vishnuprayag Hydro Power Plant in Uttarakhand;
- II. 500 MW – Jaypee Bina Thermal Power Plant in Madhya Pradesh; and
- III. 1320 MW Jaypee Nigrie Supercritical Thermal Power Plant in Nigrie, Distt. Singrauli, Madhya Pradesh.

Further, the Company also has Amelia (North) Coal Mine in Distt. Singrauli, Madhya Pradesh. Entire coal produced by the said coal mine is being utilized for power generation at 1320 MW Jaypee Nigrie Supercritical Thermal Power Plant.

Besides the above, the Company also has a cement grinding facility 'Jaypee Nigrie Cement Grinding Unit' at Nigrie (M.P) with a capacity of 2 MTPA. Commercial operation of operational Projects commenced from the month(s)/ year(s) mentioned below:

- a) **Jaypee Vishnuprayag Hydro Power Plant:**
June, 2006 (1st Unit), July, 2006 (2nd Unit), August, 2006 (3rd unit) and October, 2006 (4th Unit).
- b) **Jaypee Bina Thermal Power Project:**
August, 2012 (1st Unit) and April, 2013 (2nd Unit).
- c) **Jaypee Nigrie Super Thermal Power Project**
August, 2014 (1st Unit of 660 MW) and December, 2014 (2nd Unit of 660 MW).
- d) **Jaypee Nigrie Cement Grinding Unit**
June, 2015

(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: (Rs. in crore)

Particulars	FY-14-15	FY-15-16	FY-16-17
Turnover	4061.92	3970.67	2828.10
EBIDTA	2708.42	2440.03	1041.67
PAT	137.21	(294.50)	(760.61)
EPS	0.47	(0.49)	(2.31)
Net Block of Fixed Assets [including CWIP]	23462.21	16270.59	15764.99
Net Worth	6379.43	7568.98	9892.81

(5) Foreign Investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Shri Suren Jain, aged about 47 years, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad. Shri Suren Jain has over 24 years experience in corporate planning, corporate finance and management. He has worked in various capacities across varied businesses of the Jaypee group including working on the construction of the Indra Sagar and Sardar Sarovar dams and commissioning of the Jaypee Group's hotel projects in Mussorie and Agra.

The Nomination & Remuneration Committee and Board of Directors in their Meetings held on 31st July, 2017, had approved the fixation of remuneration for his remaining period of tenure of two years w.e.f. 12th January, 2018 to 11th January, 2020.

(2) Past remuneration:

Rs. 11,70,000/- (Rupees Eleven Lac Seventy Thousand only) per month) in the pay scale of Rs. 4,00,000-40,000-6,00,000-60,000-9,00,000-90,000-13,50,000

(3) Recognition or Awards:

Nil

(4) Job profile and his suitability:

As a Managing Director and CFO of the Company, he is responsible for arranging finance and management of day-to-day affairs of the Company, both at all Plants/ Projects of the Company and at Head Office under superintendence, control and directions of the Board of Directors, for which he is considered to be quite competent and suitable.

(5) Remuneration proposed:

Rs. 11,70,000/- (Rupees Eleven Lakh Seventy Thousand only per month) in the pay scale of Rs. 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)

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 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 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, subject to condition that payment of such remuneration shall not exceed the limit prescribed under schedule V of the companies Act 2013.

(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):

Keeping in view of the criticality of the electricity generation business, number of Projects operated by the Company, Effective Capital and Revenue of the Company, the payment of remuneration to Managing Director & CFO in his existing pay scale is justifiable, which is at par with the trend of industry regarding the payment of remuneration to the managerial personnel in the private sector power generating company.

(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.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

The Company incurred Net Loss of Rs. 760.18 crores during the Financial Year 2016-17 against Net Loss of Rs. 294.50 crores during the preceding Financial Year 2015-16 because of several factors which, inter-alia, include the following:

- i) Financial Operations for the year ended 31.03.2016 includes profit of Baspa HEP (Rs.123.14 crore) & Karcham Wangtoo HEP (Rs.475.99 crore) up to 31.08.2015, which was not available in the current year due to transfer of Plants to HBPL/JSW.
- ii) Lower profit in Bina TPP in the Financial Year 2016-17 as compared to previous year, due to lower energy generation because of frequent back down instructions/despach schedule for lesser hours by SLDC, leading to un-economical operations.
- iii) Loss suffered by Nigrie STPP mainly due to restricted generation on account of non availability of long Term PPAs, non availability of corridor for the tied up capacity and also lower merchant power rates.
- iv) In respect of Nigrie STPP and Bina TPP, as per revised tariff norms adopted by MPERC for the FY 2016-17 to FY 2018-19, Annual Fixed Charges (AFC) have been capped at Normative Availability (85%) and the incentive earlier available on availability beyond Normative Availability have been done away.

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

The Company has sold Baspa-II & Kanchan Wangtoo HEPs to Himachal Baspa Power Company Limited w.e.f. 01.09.2015 as per Scheme of arrangement sanctioned by High Court of Simla. The Company improve the liquidity & reduce the debt/interest burden. Further, the Company has signed an agreement with Orient Cement Ltd. for sale of Grinding unit as a going concern. The Company had converted Rs. 3058 crores out of its debts due to Banks/ Financial Institution into Equity upon invocation of Strategic Debt Restructuring Scheme. This will result into reduction of interest burden on the Company. The Company is in process/ discussions with lender(s) for implementation of full resolution plan, which interalia includes implementation of flexible restructuring of project loans of Bina Thermal Power Plant under 5/25 Scheme and restructuring of balance loans as per the prevailing guidelines of RBI/Lenders.

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

It is expected that in the near future, with the betterment in Indian economy & of Power Sector in which the Company operates, and reduction of debt burden on the Company, the Company is expected to improve its operations.

IV. DISCLOSURES:

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

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

Salary and benefits are being 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:

Salary and benefits are being 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

A. K. RASTOGI

Place: New Delhi
Date : 17th August, 2017

Jt. President & Company Secretary
(Membership No. FCS-1748)

ANNEXURE TO THE NOTICE DATED 31ST JULY, 2017

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Shri Manoj Gaur	Shri G.P. Gaur	Ms. Sunita Joshi	Shri R. N. Bhardwaj
Age	53 Years	70 Years	51 Years	72 Years
Qualifications	Civil Engineering from Birla Institute of Technology and Science, Pilani	Intermediate	Masters' Degree in International Business Management and MBA in International Business Management	Bachelors' Degree and 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
Experience (including expertise in specific functional area)/Brief Resume	Shri Manoj Gaur has over 32 years rich experience in all spheres of Corporate Management. He is Executive Chairman & CEO of Jaiprakash Associates Limited (JAL). He is overseeing various activities of Jaypee Group, such as engineering & construction, power, cement, real estate, information technology, hospitality, expressways, fertilizer, Buddh International Circuit (Formula 1 racing), health care and education initiatives.	Possesses over 41 years of 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.	26 years rich experience especially in Information Technology, IT Education & Software Development, Sales & Marketing, Corporate Communications, etc.	Over 43 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.
Terms and Conditions of Appointment/ Re-Appointment	-	-	-	As per the resolution at item no.8 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto.
Date of first appointment on the Board	10th December, 2002	29th August, 2006	17th May, 2014	6th August, 2007
Shareholding in the Company as on March 31, 2017	41,400 equity shares	50,000 equity shares	28,100 equity shares	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	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	3	5	5	6
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> Jaypee Infratech Limited Prayagraj Power Generation Company Limited MP Jaypee Coal Limited Kanpur Fertilizers & Cement Limited Jaypee Infra Ventures (A Private Company with Unlimited Liability) Jaypee Healthcare Limited Jaypee Jan Sewa Sansthan Jaypee Cement Corporation Limited. Jaiprakash Associates Ltd. Indesign Enterprises Pvt. Ltd. 	<ul style="list-style-type: none"> Jaypee Healthcare Limited Himalayaputra Aviation Limited Jaypee Fertilizers & Industries Limited 	<ul style="list-style-type: none"> Jaypee Agra Vikas Limited Jaypee Hotels Limited Jaypee Fertilizers & Industries Limited JIL Information Technology Limited Kanpur Fertilizers & Cement Limited Lucky Strike Financiers Private Limited 	<ul style="list-style-type: none"> Milestone Capital Advisors Limited Jaiprakash Associates Limited IL & FS Milestone Realty Advisors Private Limited Invent Assets Securitisation and Reconstruction Private Limited Invesco Trustee Private Limited IBOF Investment Management Private Limited Sastasunder Ventures Limited Reliance Infratel Limited SBI Life Insurance Company Limited Reliance Communications Limited Landmark Capital Advisors Private Limited Samvridhi Advesers LLP - Partner

Particulars	Shri Manoj Gaur	Shri G.P. Gaur	Ms. Sunita Joshi	Shri R. N. Bhardwaj
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	Jaiprakash Associates Limited <ul style="list-style-type: none"> • Committee for Statutory Policy-Chairman • Risk Management Committee-Chairman 	Himalyaputra Aviation Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee – Member Jaypee Fertilizers & Industries Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee – Member 	Jaypee Agra Vikas Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee- Chairperson Jaypee Hotels Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committees-Member • Nomination & Remuneration Committee – Member Kanpur Fertilizers & Cement Limited and Jaypee Fertilizers Industries Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committees-Member 	Jaiprakash Associates Limited, Invesco Trustee Company Private Limited, Reliance Communications Limited & Invent Assets Securitisation and Reconstruction Private Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholders' Relationship Committee-Chairman • Nomination & Remuneration Committee-Chairman • Policy Holders Protection Committee-Chairman • Corporate Social Responsibility- Chairman • Investment with Profit Committee-Chairman • Reliance Infratel Limited, Sastasunder Ventures Limited, Milestone Capital Advisors Limited and SBI Life Insurance Company Limited • Audit Committee- Member • SBI Life Insurance Company Limited and Reliance Infratel Limited • Nomination and Remuneration Committee-Member • Reliance Communications Limited • ESOS Compensation Committee-Member • Stakeholders' Relationship Committee-Member • Risk Management Committee-Member • Corporate Social Responsibility Committee-Member • Milestone Capital Advisors Limited • Transfer, Allotment and Management Committee- Member • SBI Life Insurance Company Limited • Risk Management Committee- Member • Invesco Trustee Company Private Limited • Stakeholders' Relationship Committee-member • Reliance Infratel Limited • Corporate Social Responsibility Committee- member

Particulars	Shri B.B. Tandon	Shri A.K. Goswami	Shri S.S. Gupta	Dr. J.N. Gupta
Age	76 Years	74 Years	74 Years	75 Years
Qualifications	Bachelors' Degree in Law and Masters' Degree in Economics from the University of Delhi	Bachelors' Degree in Mechanical Engineering	First Class Graduate in Electrical Engineering and a Post Graduate in Business Management with specialisation in Finance	M.Com., Ph.D., C.A.I.I.B., D.I.F
Experience (including expertise in specific functional area)/Brief Resume	He 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.	He is Retd IAS and has over 46 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 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. He was also a Member of the Steering Committee of South Asian Forum of Infrastructure Regulators	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 8 years with 'Jagran', he has been instrumental in setting up professional colleges including schools by the name of Jagran in New Delhi & Noida.
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at item no. 9 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 10 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 11 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 12 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto
Date of first appointment on the Board	29th October, 2007	12th January, 2010	26th July, 2008	14th March, 2008
Shareholding in the Company as on March 31, 2017	NIL	NIL	120 equity shares	2,500 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	Not related to any Director /Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	6	3	6	5
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • ACB (India) Limited • Bhushan Steel Limited • Birla Corporation Limited • Exicom Tele-Systems Limited • Filatex India Limited • Jaypee Infratech Limited • Oriental Carbon & Chemicals Limited • Ambience Private Limited • Duncan Engineering Limited • Jinbhuvish Power Generations Private Limited • Extramarks Education Foundation 	<ul style="list-style-type: none"> • Stone India Limited 	-	<ul style="list-style-type: none"> • J.K. Cotton Limited • Prayagraj Power Generation Company Limited • RSPL Limited.

Particulars	Shri B.B. Tandon	Shri A.K. Goswami	Shri S.S. Gupta	Dr. J.N. Gupta
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	<p>Bhushan Steel Limited</p> <ul style="list-style-type: none"> Audit Committee- Chairman <p>Birla Corporation Limited, Filatex India Limited, Duncan Engineering Limited, Oriental Carbon & Chemicals Limited, ACB (India) Limited and Exicom Tele-Systems Limited</p> <ul style="list-style-type: none"> Audit Committee-Member <p>Birla Corporation Limited, Exicom Tele-Systems Limited, Filatex India Limited, Bhushan Steel Limited, ACB (India) Limited, Duncan Engineering Limited, Oriental Carbon & Chemicals Limited and Exicom Tele-Systems Ltd.</p> <ul style="list-style-type: none"> Nomination & Remuneration Committees- Member <p>Jaypee Infratech Ltd.</p> <ul style="list-style-type: none"> Nomination & Remuneration Committees- Member <p>Ambience Private Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee- Member <p>Birla Corporation Limited, Filatex India Limited, Bhushan Steel Limited, Ambience Private Limited and ACB (India) Limited.</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Member <p>Jaypee Infratech Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Chairman <p>Jaypee Infratech Limited</p> <ul style="list-style-type: none"> Finance Committee- Member Fund Raising Committee- Member 	<p>Stone India Limited</p> <ul style="list-style-type: none"> Audit Committee- Member 	-	<p>J.K. Cotton Limited and Prayagraj Power Generation Company Limited</p> <ul style="list-style-type: none"> Audit Committee-Chairman <p>RSPL Limited</p> <ul style="list-style-type: none"> Audit Committee- Member <p>RSPL Limited and Prayagraj Power Generation Company Limited</p> <ul style="list-style-type: none"> Nomination & Remuneration Committee-Member <p>J.K. Cotton Limited</p> <ul style="list-style-type: none"> Stakeholders' Relationship Committee-Chairman <p>Prayagraj Power Generation Company Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Chairman
Particulars	Shri K.N. Bhandari	Shri Atanu Sen	Shri S.L. Mohan	Shri K.P Rau
Age	75 Years	63 Years	72 Years	69 years
Qualifications	Bachelors' Degree in Law and is presently Chair Professor & Honorary Director of School of Insurance Studies, National Law University, Jodhpur	MA in Economics from Calcutta University and CAIIB	B.Sc Engineering (Mechanical) from Punjab Engineering College, Chandigarh and All (General), Insurance Institute of India, Mumbai	M.A. (Economics)
Experience (including expertise in specific functional area)/Brief Resume	Shri Kailash Nath Bhandari was former Chairman-cum-Managing Director of New India Assurance Company Limited (2000-2002) and United India Assurance Company Limited (1998-2000).	Shri Atanu Sen is presently an Advisor to State Bank of India. Shri Sen was Managing Director & CEO of SBI Life Insurance Company Limited and held senior positions in State Bank of India from September, 1977 to August, 2012, where he also held the position of Dy. Managing Director and Chief Credit & Risk Officer.	Shri Sham Lal Mohan has been former Chairman of Oriental Insurance Company Limited and possesses vast experience in the insurance field.	Shri K.P Rau had worked with State Bank of India from 1971 to 2007 on various positions viz. General Manager & Vice Principal, State Bank Academy, General Manager, Karnataka Circle, Inspection, Credit Audit and Management Audit etc. Shri Keshav Prasad Rau was also Member of an Independent IDBI Bank Committee in the year 2008 and also conducted HR Study for Clearing Corporation of India during the period 2009-2010.

Particulars	Shri K.N. Bhandari	Shri Atanu Sen	Shri S.L. Mohan	Shri K.P Rau
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at item no. 13 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 14 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 15 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto	As per the resolution at item no. 16 of the Notice convening Annual General Meeting on September 15, 2017 read with explanatory statement thereto
Date of first appointment on the Board	30th September, 2014	30th September, 2014	30th September, 2014	30th May, 2015
Shareholding in the Company as on March 31, 2017	NIL	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	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	3	5	6	6
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • Jaiprakash Associates Limited • Andhra Cements Limited • Kenbee Consultants LLP • Agriculture Insurance Company of India Limited • Shristi Infrastructure Development Corporation Limited • Magma HDI General Insurance Company Limited • Dahej Harbour And Infrastructure Limited • Saurashtra Cement Limited • Hindalco Industries Limited • Gujarat Sidhee Cement Limited 	<ul style="list-style-type: none"> • Punjab & Sind Bank • Alok Industries Limited • Peerless Financial Products Distribution Limited • Bharat Road Network Limited • Senco Gold Limited • Orissa Steel Expressway Private Limited • Exide Life Insurance Company Limited • Jaypee Healthcare Limited. 	<ul style="list-style-type: none"> • Jaypee Infratech Limited • Religare Health Insurance Company Limited • Arcotech Limited • Himalayan Expressway Limited • Jaypee Fertilizers & Industries Limited • Jaypee Healthcare Limited. 	<ul style="list-style-type: none"> • Jaiprakash Associates Limited

Particulars	Shri K.N. Bhandari	Shri Atanu Sen	Shri S.L. Mohan	Shri K.P Rau
<p>Membership / Chairmanship of Committees of other Boards as on March 31, 2017</p>	<p>Andhra Cements Ltd., Agriculture Insurance Company India Ltd.</p> <ul style="list-style-type: none"> • Audit Committee- Chairman <p>Shrishti Infrastructure Development Corporation Ltd., Magma HDI General Insurance Company Limited, Saurashtra Cement Limited and Hindalco Industries Ltd</p> <ul style="list-style-type: none"> • Audit Committee- Member <p>Magma HDI General Insurance Company Limited and Hindalco Industries Ltd</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committees-Chairman 	<p>Jaypee Healthcare Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman <p>Bharat Road Network Limited and Senco Gold Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member <p>Jaypee Healthcare Limited, Peerless Financial Products Distribution Limited and Senco Gold Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee- Member <p>Punjab & Sind Bank</p> <ul style="list-style-type: none"> • IT Strategy Committee- Chairman • HR Committee, Management Committee- Member • Risk Management Committee- Member <p>Peerless Financial Products Distribution Limited</p> <ul style="list-style-type: none"> • Risk Management Committee-Chairman <p>Senco Gold Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member 	<p>Himalyan Expressway Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman <p>Religare Health Insurance Company Limited, Jaypee Fertilizers & Industries Limited and Jaypee Healthcare Limited</p> <ul style="list-style-type: none"> • Audit Committees- Member <p>Jaypee Fertilizers & Industries Limited, Jaypee Healthcare Limited and Himalayan Expressway Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committees- Chairman <p>Arcotech Limited, Himalayan Expressway Limited and Religare Health Insurance Company Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committees-Member <p>Religare Health Insurance Company Limited and Arcotech Limited</p> <ul style="list-style-type: none"> • Risk Management Committee- Member <p>Jaypee Infratech Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee- Member <p>Jaypee Fertilizers & Industries Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member <p>Jaypee Healthcare Limited</p> <ul style="list-style-type: none"> • Finance Committee- Member 	<p>Jaiprakash Associates Limited</p> <ul style="list-style-type: none"> • Audit Committee- member

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101MP1994PLC042920

Regd. Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)
Tel: +91 7801 286021-39 Fax: +91 7801 286020 E-mail id : jpv.investor@jalindia.co.in Website : www.jppowerventures.com

ADMISSION SLIP

DPID	FOLIO NO/CLIENT ID	NO.OF SHARES
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Name(s) and address of the member in full: _____

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company to be held on **Friday, the 15th September, 2017 at 10.00 A.M. at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)**

MEMBER PROXY

Signature of Member/Proxy

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101MP1994PLC042920

Regd. Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)
Tel: +91 7801 286021-39 Fax: +91 7801 286020 E-mail id : jpv.investor@jalindia.co.in Website : www.jppowerventures.com

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	CIN: L40101MP1994PLC042920
Name of the Company	JAIPRAKASH POWER VENTURES LIMITED
Registered Office	Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.) Tel: +91 7801 286021-39 Fax: +91 7801 286020 E-mail id : jpv.investor@jalindia.co.in Website : www.jppowerventures.com

Name of the Member (s)	
Registered Address	
E-mail id	
DP ID and Client ID/Folio No.	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1)	Name	
	Address	
	E-mail id	Signature

Or failing him

2)	Name	
	Address	
	E-mail id	Signature

Or failing him

3)	Name	
	Address	
	E-mail id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on **Friday, the 15th September, 2017 at 10.00 A.M.. at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1	To receive, consider & adopt the Standalone and Consolidated Financial Statements for the year ended 31st March, 2017 and the Report of Board of Directors and Auditors thereon.
2	To re- appoint Shri Manoj Gaur (DIN: 00008480), who retires by rotation and, being eligible, offers himself for re-appointment.
3	To re-appoint of Shri G.P Gaur (DIN: 00918895), who retires by rotation and, being eligible, offers himself for re-appointment.
4	To re-appoint Ms. Sunita Joshi (DIN: 00025720), who retires by rotation and, being eligible, offers herself for re-appointment.
5	To appoint M/s. Lodha & Co., Chartered Accountants (Firm Regn. No. 301051E), as Statutory Auditors
Special Business	
6	Ratification of the Remuneration of Cost Auditors, M/s.Kabra & Associates, (Firm Regn no. 0075) of the Company
7	Appointment of Shri M.K.V. Rama Rao (DIN:03257012), as Director
8	Re-appointment of Shri R N Bharadwaj (DIN:01571764), as an Independent Director
9	Re-appointment of Shri B B Tandon (DIN:00740511), as an Independent Director
10	Re-appointment of Shri A K Goswami (DIN:02636247), as an Independent Director
11	Re-appointment of Shri S S Gupta (DIN:02284265), as an Independent Director
12	Re-appointment of Dr. J N Gupta (DIN:00397952), as an Independent Director
13	Re-appointment of Shri K N Bhandari (DIN:00191219), as an Independent Director
14	Re-appointment of Shri Atanu Sen (DIN:05339535), as an Independent Director
15	Re-appointment of Shri S L Mohan (DIN00028126), as an Independent Director
16	Re-appointment of Shri K P Rau (DIN:02327446), as an Independent Director
17	Fixation of Remuneration of Shri Suren Jain, Managing Director & Chief Financial Officer

Signed this _____ day of _____, 2017

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamps
of
Re.1

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company

ROUTE MAP TO THE AGM VENUE

Jaypee Nigrie Super Thermal Power Plant, Nigrie,
Tehsil: Sarai, Distt. Singrauli-486669
(Madhya Pradesh)

