

Consolidated Report of Scrutinizer on Remote E-Voting and Voting through Polling Paper

[pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of Companies (Management and Administration) Rules, 2014 read with Companies Management and Administration) Amendment Rules, 2015]

To,

The Chairman of
21st Annual General Meeting of
Jaiprakash Power Ventures Limited
Complex of Jaypee Nigrie Super Thermal Power Plant,
Nigrie, Tehsil Sarai, District Singrauli – 486669
Madhya Pradesh

Sub. : Consolidated Report of the Scrutinizer and Alternate Scrutinizer on Remote E-Voting carried out during 21st September, 2016 (9:00 A.M.) to 23rd September, 2016 (5:00 P.M.) and Voting through Poll conducted at the 21st Annual General Meeting of Jaiprakash Power Ventures Limited held on Saturday, 24th September, 2016 at 9.30 A.M. at the Registered Office of the Company, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We, D.P. Gupta, Practising Company Secretary (Membership No. FCS 2411) and Vishal Lochan Aggarwal (Membership No. FCS 7241) were appointed as Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaiprakash Power Ventures Limited ("the Company") for the purpose of:

- (i) Scrutinizing the Voting through Remote E-Voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and



(ii) Scrutinizing Voting through Poll, in a fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the Resolutions contained in the notice to the 21st Annual General Meeting ("AGM") of the Members of the Company, held on 24th September, 2016 at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486669 (Madhya Pradesh), submit our report as under:

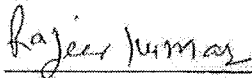
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by Poll on the Resolutions contained in the notice to the 21st AGM of the Members of the Company. Our responsibility as Scrutinizer and Alternate Scrutinizer for the Remote E-Voting process and for Voting through Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the Resolutions stated in notice of the AGM, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company, to provide Remote E-Voting facilities and Voting through Poll conducted at the 21st AGM.

2. Further for the above, we submit our report as under:


- a. In accordance with the notice of the 21st AGM sent to the Members, the Remote E-Voting period commenced on 21st September, 2016 at 9:00 A.M. to 23rd September, 2016 at 5:00 P.M. and was disabled for voting thereafter.
- b. The Members of the Company holding shares as on the "Cut-off date" i.e. 17th September, 2016 were entitled to Vote on the Resolutions as contained in the Notice of the 21st AGM.
- c. At the venue of the AGM, the facility to Vote through Polling Papers had been provided to those members who were present in the AGM and have not exercised the option of Remote E-Voting.
- d. Empty ballot box was kept for polling and was locked in our presence with due identification marks placed by us.
- e. After the time fixed for closing of the poll by the Chairman, the locked ballot box was subsequently opened in our presence along with two witnesses, Mr. Rajeev Kumar



R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. Sandeep Vasudev R/o T-28, Uttam Nagar, New Delhi-110059, who are not in the employment of the Company and they have signed below in confirmation of the Voting by Poll. The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and also with the Authorization / proxies lodged with the Company.




Mr. Rajeev Kumar




Mr. Sandeep Vasudev

- f. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- g. After counting the votes cast by the Members and Proxy Holders present at the 21st AGM, through polling paper, the votes cast through Remote E-Voting were unblocked on 24th September, 2016 around 11.30 A.M. in the presence of two witnesses, Mr. Rajeev Kumar R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. Sandeep Vasudev R/o T-28, Uttam Nagar, New Delhi-110059, who are not in the employment of the Company and they have signed below in confirmation of the Remote E-Voting being unblocked in their presence.



Mr. Rajeev Kumar



Mr. Sandeep Vasudev

3. We have issued separate Scrutinizers' Reports dated 26th September, 2016 on the Remote E-Voting, Voting by Poll and Combined Report (Remote E-Voting and Voting by Poll) on the Resolutions as contained in the Notice of the AGM.
4. Thereafter, as per Rule 20 of the Rules, we submit herewith Consolidated Scrutinizers' Report on the results of Remote E-Voting together with that of Voting by Poll, stating total votes, invalid votes, valid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions (No. & %) as under:-



ITEM - 1

ORDINARY - To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements consisting of Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon.

Mode of voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,96,646	11,827	99.99	0.01
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,03,06,984	11,827	100.00	-

ITEM - 2

ORDINARY - To appoint a Director in place of Lt. Gen. (Retd.) Shri Ravindra Mohan Chadha (DIN: 02610012), who retires by rotation and, being eligible, offers himself for re-appointment.

Mode of voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	11,27,75,858	270,32,615	80.66	19.34
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,37,32,86,196	270,32,615	98.87	1.13



ITEM - 3

ORDINARY - To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,29,308	79,165	99.94	0.06
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,02,39,646	79,165	100.00	-

ITEM - 4

ORDINARY - To appoint a Director in place of Shri D.P. Goyal (DIN: 00211541), who retires by rotation and, being eligible, offers himself for re-appointment.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,42,170	66,303	99.95	0.05
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,02,52,508	66,303	100.00	-



ITEM - 5

ORDINARY - To ratify the appointment of M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N), as Statutory Auditors.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,83,014	25,459	99.98	0.02
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,02,93,352	25,459	100.00	-

ITEM - 6

ORDINARY - Ratification of the Remuneration of the Cost Auditor.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,96,132	12,341	99.99	0.01
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,03,06,470	12,341	100.00	-



ITEM - 7

SPECIAL - Conversion of Debt into Equity.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,98,00,036	8,437	99.99	0.01
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,03,10,374	8,437	100.00	

ITEM - 8

SPECIAL - To make Investment in Special Purpose Vehicle/ Subsidiary Company(ies).

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	12,49,45,087	1,48,63,386	89.37	10.63
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,38,54,55,425	1,48,63,386	99.38	0.62



ITEM - 9

SPECIAL - Re-appointment of Shri Praveen Kumar Singh as Whole-time Director of the Company.

Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	13,97,28,496	79,977	99.94	0.06
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,40,02,38,834	79,977	100.00	-

ITEM - 10

SPECIAL - Raising of Funds through Equity/Equity Related Instruments with various domestic/international options, including QIP/ECBs with rights of conversion into equity shares/FCCBs etc.

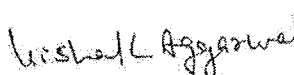
Mode of Voting	Number of Member Voted	No. of votes polled	No. of Votes-in favour	No. of Votes-against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting	122	13,98,08,473	10,49,36,529	3,48,71,944	75.06	24.94
Voting by Poll	122	2,26,05,10,338	2,26,05,10,338	0	100.00	0.00
Total	244	2,40,03,18,811	2,36,54,46,867	3,48,71,944	98.55	1.45




The relevant records relating to poll including Remote E-Voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 21st AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

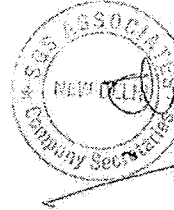
Thanking You,

Yours faithfully


CS Vishal Lochan Aggarwal
(Alternate Scrutinizer)
C.P. No. 7622
Membership No. FCS 7241





CS D.P Gupta
(Scrutinizer)
C.P. No.1509
Membership No. FCS 2411



Date : 26th September, 2016

Countersigned by Chairman of the Meeting


[Suren Jain]
[Managing Director & CFO
DIN: 00011026]