

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 37 of SEBI (LODR),2015 for approval of proposed Scheme of Arrangement (“the Scheme”) under Sections 391 to 394 of the Companies Act, 1956 or under Sections 231-234 and Section 66 of Companies Act 2013 (as applicable) between Jaiprakash Power Ventures Limited (JPVL), Bina Power Supply Limited (BPSL) and their respective shareholders & creditors

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of ~~amalgamation/~~ arrangement/~~merger/~~ ~~reconstruction/~~ ~~reduction of capital etc.~~ to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 ~~or accompanying a proposed resolution to be passed u/s 100~~ of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or ~~amalgamation~~ (expected) capital structure and shareholding pattern and
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of ~~amalgamation/~~ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no.



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Regd. Office : Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie,
Tehsil Sarai, District Singrauli - 486669 (Madhya Pradesh)
Ph.: +91 (7801) 286021 - 39 Fax: +91 (7801) 286020
E-mail : jpv.investor@jalindia.co.in
Website : www.jpvpowerventures.com **CIN:** L40101HP1994PLC015483

CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:

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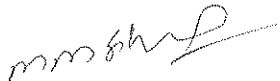
<http://jppowerventures.com/index.php/scheme-of-arrangement/>

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it. **Not Applicable**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable. (Please note that as on date the Company has not filed any documents in relation to the Scheme of Arrangement with Registrar of Companies/SEBI/Reserve Bank of India)
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of ~~amalgamation~~/ arrangement. (Not Applicable – Please note that the Transferor Company is a listed entity)

Thanking you,

Yours faithfully

For **JAIPRAKASH POWER VENTURES LIMITED**



(M.M. SIBBAL)

Vice President & Company Secretary

Date: 26th August, 2016