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)

<table>
<thead>
<tr>
<th>CIN</th>
<th>Name of the Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>L40101MP1994PLC042920</td>
<td>JAIPRAKASH POWER VENTURES LIMITED</td>
</tr>
</tbody>
</table>

| 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 : jpvl.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

P.T.O.
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:

<table>
<thead>
<tr>
<th>Ordinary Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>2. To re-appoint Shri Manoj Gaur (DIN: 00008480), who retires by rotation and, being eligible, offers himself for re-appointment.</td>
</tr>
<tr>
<td>3. To re-appoint of Shri G.P. Gaur (DIN: 00918895), who retires by rotation and, being eligible, offers himself for re-appointment.</td>
</tr>
<tr>
<td>4. To re-appoint Ms. Sunita Joshi (DIN: 00025720), who retires by rotation and, being eligible, offers herself for re-appointment.</td>
</tr>
<tr>
<td>5. To appoint M/s. Lodha &amp; Co., Chartered Accountants (Firm Regn. No. 301051E), as Statutory Auditors</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Special Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>7. Appointment of Shri M.K.V. Rama Rao (DIN:03257012), as Director</td>
</tr>
<tr>
<td>8. Re-appointment of Shri R N Bharadwaj (DIN:01571764), as an Independent Director</td>
</tr>
<tr>
<td>9. Re-appointment of Shri B B Tandon (DIN:00740511), as an Independent Director</td>
</tr>
<tr>
<td>10. Re-appointment of Shri A K Goswami (DIN:02636247), as an Independent Director</td>
</tr>
<tr>
<td>11. Re-appointment of Shri S S Gupta (DIN:02284265), as an Independent Director</td>
</tr>
<tr>
<td>12. Re-appointment of Dr. J N Gupta (DIN:00397952), as an Independent Director</td>
</tr>
<tr>
<td>13. Re-appointment of Shri K N Bhandari (DIN:00191219), as an Independent Director</td>
</tr>
<tr>
<td>14. Re-appointment of Shri Atanu Sen (DIN:05339535), as an Independent Director</td>
</tr>
<tr>
<td>15. Re-appointment of Shri S L Mohan (DIN:00028126), as an Independent Director</td>
</tr>
<tr>
<td>16. Re-appointment of Shri K P Rau (DIN:02327446), as an Independent Director</td>
</tr>
<tr>
<td>17. Fixation of Remuneration of Shri Suren Jain, Managing Director &amp; Chief Financial Officer</td>
</tr>
</tbody>
</table>

Signed this __________ day of ______________, 2017

Signature of Member : ____________________________

Signature of Proxy holder(s) : ____________________________

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