

## JAIPRAKASH POWER VENTURES LIMITED

### DECLARATION OF RESULTS ON THE BASIS OF CONSOLIDATED REPORT OF THE SCRUTINIZERS AFTER AGGREGATING THE RESULTS OF REMOTE E-VOTING AND VOTING BY POLL IN RESPECT OF THE RESOLUTIONS PASSED AT 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAIPRAKASH POWER VENTURES LIMITED" HELD ON SATURDAY, SEPTEMBER 12, 2015 AT THE REGISTERED OFFICE OF THE COMPANY

On the basis of the report submitted by Shri D.P Gupta, Practicing Company Secretary (Membership No. FCS 2411) as Scrutinizer and Shri Shiv Kumar Gupta, Practicing Company Secretary (Membership No. FCS 1633) as an Alternate Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the remote e-voting process, which was started on 9<sup>th</sup> September, 2015 at 9:00 A.M. and ended on 11<sup>th</sup> September, 2015 at 5:00 P.M. and voting through Poll, which was conducted on 12<sup>th</sup> September, 2015, at the 20<sup>th</sup> Annual General Meeting of the Company, I declare the Result of the voting (Remote E-voting and Voting by Poll) on the Resolutions as contained in the Notice dated 30<sup>th</sup> May, 2015 passed by the Members of the Company at 20<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> September, 2015 as follows:

#### Resolution No. 1 (Ordinary)

**"RESOLVED THAT** the Audited Standalone Financial Statements and Audited Consolidated Financial Statements consisting of the **Balance Sheet as at 31st March, 2015**, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the explanatory notes annexed to, and forming part of any of the above documents together with the Report of the Board of Directors and the Auditors Reports thereon be and hereby adopted."

Total votes	2938003084
Total valid votes cast	2408416271
Total votes cast in favour of the Resolution	2408414166
Total votes cast against the Resolution	2105
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as an **Ordinary Resolution.**

#### Resolution No. 2 (Ordinary)

**"RESOLVED THAT Shri Manoj Gaur (DIN:00008480)**, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408419020
Total votes cast against the Resolution	2351
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as an **Ordinary Resolution**.

**Resolution No. 3 (Ordinary)**

**“RESOLVED THAT Shri Suren Jain (DIN: 00011026)**, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total votes	2938003084
Total valid votes cast	2408404671
Total votes cast in favour of the Resolution	2408402320
Total votes cast against the Resolution	2351
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as an **Ordinary Resolution**.

**Resolution No. 4 (Ordinary)**

**“RESOLVED THAT Shri Praveen Kumar Singh (DIN: 00093039)**, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2384464169
Total votes cast against the Resolution	23957202
%age of valid votes cast in favour of the Resolution	99.01%
%age of valid votes cast against the Resolution	0.99%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as an **Ordinary Resolution**.

**Resolution No. 5 (Ordinary)**

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors and the Resolution passed by the members at the Annual General Meeting held on 20<sup>th</sup> September, 2014, the Company hereby ratifies the appointment of **M/s. R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N)**, as the Statutory Auditors of the Company to hold office till the conclusion of 22<sup>nd</sup> Annual General Meeting to be held in the year 2017 and the Board of Directors be and is hereby authorized to fix the remuneration.”

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Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408418701
Total votes cast against the Resolution	2670
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 6 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions 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 Generation, Transmission, Distribution and Supply of Electricity regulated by the relevant regulatory body or authority under the Electricity Act, 2003, other than for captive generation, for the Financial Year 2015-16, 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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408419196
Total votes cast against the Resolution	2175
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 7 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Shri Sham Lal Mohan (DIN: 00028126), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval

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of his appointment by the Board i.e. from 30th September, 2014 to 29th September, 2017 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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408419222
Total votes cast against the Resolution	2149
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 8 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Shri Arun Balakrishnan (DIN:00130241), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of his appointment by the Board i.e. from 30th September, 2014 to 29th September, 2017 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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408419222
Total votes cast against the Resolution	2149
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 8 has been passed as an **Ordinary Resolution**.

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### **Resolution No. 9 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Shri Kailash Nath Bhandari (DIN: 00191219), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of his appointment by the Board i.e. from 30th September, 2014 to 29th September, 2017 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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408014597
Total votes cast against the Resolution	406774
%age of valid votes cast in favour of the Resolution	99.98%
%age of valid votes cast against the Resolution	0.02%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 9 has been passed as an **Ordinary Resolution**.

### **Resolution No. 10 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Shri Atanu Sen (DIN:05339535), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of his appointment by the Board i.e. from 30th September, 2014 to 29th September, 2017 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.”

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Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2407371541
Total votes cast against the Resolution	1049830
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 10 has been passed as an **Ordinary Resolution**.

**Resolution No. 11 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act, Shri Keshav Prasad Rau (DIN:02327446), Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of his appointment by the Board i.e. from 30th May, 2015 to 29th May, 2018 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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408418992
Total votes cast against the Resolution	2379
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 11 has been passed as an **Ordinary Resolution**.

**Resolution No. 12 (Special)**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

- (i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013”, as applicable, and shall include any

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statutory modifications, amendments, re-enactments thereof, as may be applicable,


- (ii) Insert Article 2A after Article 2: “2A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply,” and
- (iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

**“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.”

Total votes	2938003084
Total valid votes cast	2408421371
Total votes cast in favour of the Resolution	2408418336
Total votes cast against the Resolution	3035
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 12 has been passed as an **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer dated 12<sup>th</sup> September, 2015, all Resolutions as set out in the Notice of the 20<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the Annual General Meeting of the Company i.e. 12<sup>th</sup> September, 2015. The Results along with the Scrutinizer’s Report shall be available on the Company’s Website, [www.jppowerventures.com](http://www.jppowerventures.com) and Notice board of the Company, alongwith the Report of the Scrutinizers. The result shall also be posted at CDSL’s website [www.cdslindia.com](http://www.cdslindia.com) and the same shall be intimated to NSE & BSE.

  
**(Suren Jain)**  
**Chairman of the Meeting**  
**DIN: 00011026**

Date: 14<sup>th</sup> September, 2015