

**LETTER OF APPOINTMENT
OF INDEPENDENT DIRECTOR**

DATE [.....]

**Shri Jagmohan Garg
Flat No.604, Aspire-2,
Emerald Court,
Supertech, Sector-93A,
Noida Expressway,
Noida-201304 (UP)**

Sir,

We are pleased to inform you that at the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company on 27th May, 2022 have, on the recommendation of Nomination and Remuneration Committee, approved your appointment for the second term as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act). The said re-appointment shall be subject to approval of Shareholders by way of a Special Resolution to be considered at the forthcoming 27th Annual General Meeting.

As per the requirements of the Act, the above is being formalized through this letter of appointment.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the:

- i. applicable laws, including the Act and Regulation 16 and 25 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015), as amended from time to time and;
- ii. Articles of Association of the Company.

1. Appointment and term thereof

Your appointment as a Non-executive Independent Director on the Board of Directors (Board) of Jaiprakash Power Ventures Ltd. will be for an initial term upto 3 (three)years and shall take effect from 16th October, 2022, unless terminated earlier or extended, as per the provisions of this

letter or applicable laws. The word “term” should be construed as defined under the Act and the SEBI Listing Regulations, 2015.

As an Independent Director, you will not be liable to retire by rotation.

The Company has adopted the provisions with respect to appointment and term of Independent Directors, which is in consistent with the Act and the SEBI Listing Regulations, 2015.

Re-appointment for the second term shall be based on recommendation of the Nomination & Remuneration Committee and subject to approval of the Board and the Shareholders.

Your re-appointment would be considered by the Board, based on the outcome of the performance evaluation process and your continuing to meet independence criteria.

2. Board Committee

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that may be set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

You are expected to attend Board, Board Committees, to which you may be appointed and Shareholders’ meetings and to devote such time to your duties as deemed appropriate for discharge of your duties effectively.

Ordinarily all meetings are held in New Delhi, unless determined otherwise.

Recommendations/Minutes of the Meetings of the Committees are submitted to the Board for approval.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

3. Role Duties and Responsibilities

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act and the SEBI Listing Regulations, 2015. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act.

In addition to the above requirements, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time. While performing such duties, roles and functions, you will be required to abide by the 'Guidelines of Professional Conduct' as stated under the said Schedule.

4. Additional Applicable Statutory Requirements

As a Non-Executive Director on the Board, you will be subject to all relevant provisions of the Act and the SEBI Listing Regulations, 2015.

5. Directors & Officers (D&O) Insurance

Presently, the Company has D&O liability insurance policy which is a liability insurance payable to the directors and officers of a company, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. Such coverage can extend to defense costs arising out of criminal and regulatory investigations/trials as well.

6. Code of Conduct/Excluded Actions

You will follow the Code of Conduct of the Company and furnish annual affirmation of the same.

You will apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation) any confidential information concerning the Company including any subsidiary or associate thereof with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman of the Board.

We would also like to draw your attention to the applicability of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, which inter-alia prohibits disclosure or use of unpublished price sensitive information. You should not make any statement(s) that might risk a breach of the requirements specified under the said statute unless the same is required under any law or the same is required for the purpose of compliance of any direction, order, etc.

issued/given by any judicial authority. Additionally, you shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

7. Induction and Development

The Company shall, if required, conduct formal induction program for its Independent Directors.

The Company shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

8. Performance Appraisal/Evaluation Process

As a member of the Board, your performance shall be evaluated annually. Evaluation shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board/Committee.

9. Disclosures, other Directorships and Business Interests

During the Term, you agree to promptly notify the Company of any change in your Directorships and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Company. Please confirm that as on date of this letter, you have no such conflict of interest issues with your existing Directorships, if any.

During your Term, you agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect your status as an Independent Director.

10. Changes of Personal Details

During the Term, you shall promptly intimate the Company and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

11. Fees/Remuneration

You will be paid such remuneration by way of sitting fees for attending the meetings of the Board and the Committees as may be decided by the Board from time to time, subject to approval of the shareholders, if required.

Further, the Company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company.

12. Vacation of Office

Your Directorship on the Board of the Company shall stand vacated in accordance with law. Apart from the grounds of vacation as specified in the Act, your Directorship may also stand vacated for violation of any provision of the Code of Conduct of the Company.

You may resign from the Directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If, at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Act, or if applicable, you fail to meet the criteria for “independence” under the provisions of Regulation 16 of the SEBI Listing Regulations, 2015, you agree to promptly submit your resignation to the Company with effect from the date of such change.

13. Miscellaneous

As per Regulation 46 of the SEBI Listing Regulations, 2015, if applicable, this letter along with your detailed profile shall be disclosed on the website of the Company and the relevant Stock Exchange.

14. Acceptance of Appointment

We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

Thanking you,

Yours sincerely,

For **Jaiprakash Power Ventures Ltd.**

(Manoj Gaur)
Chairman

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: **Jagmohan Garg**

Place:

Date:

Consent to act as a Director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To
The Board of Directors,
JAIPRAKASH POWER VENTURES LIMITED
Complex of Jaypee Nigrie Super Thermal Power Plant
Nigrie, Tehsil Sarai
District Singrauli - 486669
Madhya Pradesh


Subject: Consent to act as a Director

I, **JAGMOHAN GARG**, hereby give my consent to act as Director of **Jaiprakash Power Ventures Limited** Complex of Jaypee Nigrie Super Thermal Power Plant Nigrie, Tehsil Sarai District Singrauli - 486669 Madhya Pradesh, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a Director under the Companies Act, 2013.

1.	Director Identification Number (DIN)	00364981
2.	Name (in full)	JAGMOHAN GARG
3.	Father's Name (in full)	SHRINANU RAM GARG
4.	Address	Flat No. 604, Aspire-2, Emerald Court, Supertech, Sector 93-A, Noida Expressway, Noida, Uttar Pradesh-201304
5.	E-mail id	Jagmohan.garg@gmail.com
6.	Mobile no.	8800889956
7.	Income-tax PAN	ABNPG6122F
8.	Occupation	Service
9.	Date of birth	26/07/1950
10.	Nationality	Indian
11.	No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager.	I hold directorship in 1 (One) company (excluding this Company).
12.	Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. Specifically state NIL, if none.	NIL

Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.



Signature : Date: 19.5.2022

Designation: Director Place: SANGRUR (PB)

DIN : 00364981

To
 The Board of Directors
Jaiprakash Power Ventures Limited
 Complex of Jaypee Nigrie Super Thermal Power Plant
 Nigrie, Tehsil Sarai
 District Singrauli - 486669
 Madhya Pradesh

19.05.2022

Dear Sir(s),

Sub: Declaration of Independence under sub-section (6) of section 149 of the Companies Act 2013 and Regulation 16(1)(b), Regulation 25(8) and 25(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018;

I, Jagmohan Garg, hereby declare that I am a Non-Executive, Independent Director of **Jaiprakash Power Ventures Limited** (the Company) and I comply with the criteria of independence as per the provisions of Companies Act, 2013. I further declare that :

- a) I am not or was never a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the same;
- b) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c) I am not a non-independent Director of any such company on the Board of which a non-independent director of Jaiprakash Power Ventures Limited is an Independent Director;
- d) I apart from receiving Director's Remuneration (i.e. Sitting Fees) have / had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- e) none of my relatives—
 - (i) holds any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:
 Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as



- may be prescribed;
- (ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of Fifty lakhs Rupees at any time during the two immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);
- f) neither me nor any of my relatives —
- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year of in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - (iii) holds together with my relatives 2% or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the listed entity.

- g) I am more than 21 years of age and possess appropriate skills, experience and knowledge in one or more field(s) of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- h) I do not/ will not hold position of independent director in more than seven listed companies
or
I hold a position of whole-time director in a listed company and I do not/ will not hold position of independent director in more than 3 listed companies.
- i) I have complied with the provisions of Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and my name is included in the Databank of Independent Directors maintained by MCA along with Indian Institute of Corporate Affairs (IICA).

Thanking you,

Yours faithfully,


Director : Jagmohan Garg

DIN : 00364981

FORM MBP-1

Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

The Board of Directors
JAIPRAKASH POWER VENTURES LIMITED
Complex of Jaypee Nigrie Super Thermal Power Plant
Nigrie, Tehsil Sarai
District Singrauli – 486669
Madhya Pradesh

Dear Sir(s)

I, **Jagmohan Garg**, son of Shri Nanu Ram Garg, resident of Flat No. 604, Aspire-2, Emerald Court, Supertech, Sector 93-A, Noida Expressway, Noida, Uttar Pradesh-201304, being an **Independent Director** in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

Sl. No.	Names of the Companies/bodies corporate/ firms/association of individuals	Nature of interest or concern/ Change in interest or concern	Shareholding		Date on which interest or concern arose/ changed
			No. of shares held	% of Total Paid-up Capital	
1.	Cogitos Infotech Private Limited	Director	Nil	Nil	15/06/2015

Signature: 

(Jagmohan Garg)
DIN: 00364981
Independent Director

Date: 8/4/2022

Place: NOIDA