

30th July, 2015

The Managing Director & CFO,
JAIPRAKASH POWER VENTURES LIMITED,
Sector 128,
NOIDA - 201304, U.P.

Sir,

REPORT OF THE SCRUTINIZER AND ALTERNATE SCRUTINIZER RELATING TO THE PASSING OF RESOLUTIONS BY POSTAL BALLOT DATED 30TH MAY, 2015 IN TERMS OF THE PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The Board of Directors of Jaiprakash Power Ventures Limited (hereinafter referred to as the 'Company') had at their meeting held on **30th May, 2015**, appointed us as Scrutinizers to conduct Postal Ballot process in a fair and transparent manner for passing of Resolutions by means of Postal Ballot, as approved by the Board of Directors of the Company in terms of provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The approved Notice of Postal Ballot contained the following Three Special Resolutions to be passed by members of the Company:

1. Sale of Securities of Himachal Baspa Power Company Limited by the Company to JSW Energy Limited.
2. Shifting of Registered Office of the Company.
3. To make investment in Subsidiary Company.

Pursuant to the authority given by the Board, as mentioned above, the Company Secretary on **14th July, 2015** arranged completion of **issue and dispatched to the Members of the Company (through post/ electronically)** the Notice dated 30th May, 2015 alongwith the Postal Ballot Form (on inland letter, in case of post, where postage was payable by the Company), through Post Office by Registered Post and Speed Post. A statement showing the dispatch of Notices alongwith the proof of dispatch from Postal Department, duly stamped by the Post Office, alongwith a certificate issued by the mailing agency as proof of dispatch of Postal Ballot Notices electronically were shown to us which were considered by us to be the secured mode of posting provided by Department of Post and the mailing agency for e-mail.

As required under Rule 20(3) of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, New Delhi, English newspaper and in Himachal Dastak, Shimla in Hindi (Vernacular language) on 30th June, 2015, informing about the completion of dispatch of Postal Ballot Notices, both by Speed Post, Registered Post and by



email, wherever applicable, to the members along with other related matters mentioned therein.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company extended remote e-voting facilities to all its members.

A copy of the said Postal Ballot Notice containing the Resolutions, seeking the assent or dissent of the members and Statement containing, inter-alia, the reasons for the proposed Resolutions is enclosed as **Annexure- I** hereto.

In our opinion, the contents of the said Notice containing the Resolutions and the Statement annexed to the notice (being Statement & reasons for the proposed Resolutions), the Postal Ballot form, the process of voting (physical voting as well as remote e-voting) and instructions to members given therein are in order and are in compliance with the requirements of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and other relevant provisions of Companies Act, 2013, as applicable.

The physical Postal Ballots received by the Company by post /by hand were kept in ballot boxes in safe custody.

The remote e-voting has taken place through the website of CDSL i.e. www.evotingindia.com. The details of remote e-voting have been duly received from the Depository, CDSL. The Board Resolution/ Power of Attorney pertaining to remote e-voting by corporate members, giving authority to vote on behalf of the corporate member, were also uploaded by them on CDSL's website.

For the purpose of verification of the Postal Ballots received by undersigned Scrutiniser and alternate Scrutiniser had made discussion on **14th July, 2015** with Shri M.M. Sibbal, Sr. General Manager & Company Secretary, authorized by the Board for completion of the Postal Ballot process. In the meeting, procedure had laid down which is to be adopted for verification of the Postal Ballots received.

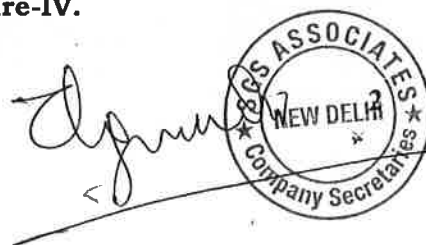
Pursuant to the procedure laid down in the said meeting, the physical Postal Ballots were duly opened, verified & recorded and we considered all the Postal Ballots including remote e-voting made at CDSL received **till 6.00 P.M. on 29th July, 2015** i.e. the close of the working hours of the 'Last Date of receipt of ballot forms, for the purpose of ascertaining the results in terms of the procedure laid down by us for Processing, Counting and Verification of Postal Ballots.

We have scrutinized all the Postal Ballots received from the members till last date of receipt of Postal Ballot forms i.e. 29th July, 2015 and prepaid inland letters containing Postal Ballot received after the above mentioned scheduled date were not considered for our scrutiny. After our scrutiny, the summary of Postal Ballots and the results have been given in the statements annexed hereto as **Annexure-II, II(A), II(B) & III**.

The results of postal ballot declared as per the requirements of Clause 35-A of the Listing Agreement, summarized as per **Annexure-IV**.



V.S. Aggarwal



In cases where the member has exercised his voting right both through physical ballots as well as through remote e-voting, his/her remote e-voting has been considered over physical ballots and physical ballots have been considered as not received. The details of such cases are given in **Annexure-V**.

In brief, the Results on the Resolutions contained in the Notice dated **30th May, 2015** are as under:

Resolution 1 (Special)	Votes cast in favour 99.995%	Votes cast in favour are more than three times the votes cast against the Resolution.
	Votes cast against 0.005%	
Resolution 2 (Special)	Votes cast in favour 99.995%	Votes cast in favour are more than three times the votes cast against the Resolution.
	Votes cast against 0.005%	
Resolution 3 (Special)	Votes cast in favour 99.988%	Votes cast in favour are more than three times the votes cast against the Resolution.
	Votes cast against 0.012%	

The Register of Postal Ballots received till the close of the working hours of last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the members, total holding and nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and Mode of voting (physical or remote e-vote or both where remote e-voting prevailed) in respect of the Resolution(s) has been maintained in electronic form.


We are returning to you the Register, Ballot Papers, computerised records of the Assent/Dissent received from members and other related documents.


You may accordingly declare Results of Postal Ballot process.

We also thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot process.

Thanking you,

Yours faithfully,

Vishal Aggarwal

CS VISHAL LOCHAN AGGARWAL
(Alternate Scrutinizer)
C.P.No.7622
Membership No.FCS 7241

D.P. Gupta

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

Place: Noida

Date : 30th July, 2015

Encl: As above.

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Regd. Office: JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat-173215, District, Solan, H.P.

Tel. +91 (1792) 257999, 245367 Fax: +91(1792) 245362

Corporate Office: Sector-128, Noida-201304 (UP). Tel. +91 (120) 4963100, Fax: +91 (120) 4972160

Website: www.jppowerventures.com. E-mail: jpvl.investor@jalindia.co.in

**NOTICE OF POSTAL BALLOT**

To,
The Members

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by **Postal Ballot** in accordance with the provisions of Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014:

To consider and, if thought fit, to give assent/ dissent to the following Resolutions as **Special Resolutions**:

1. SALE OF SECURITIES OF HIMACHAL BASPA POWER COMPANY LIMITED BY THE COMPANY TO JSW ENERGY LIMITED

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a), 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and also subject to necessary approvals, permissions and sanctions, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee, duly constituted / to be constituted by the Board, to exercise its powers, including the powers conferred by this Resolution), to sell the entire Securities (Equity Shares and Debt Instruments) in Himachal Baspa Power Company Limited (HBPCL) existing and to be allotted to the Company under the Scheme of Arrangement, if approved by the Hon'ble High Court of Himachal Pradesh at Shimla for which a petition has already been made to the said High Court to JSW Energy Limited (JSW) against consideration as set out in the Statement to this Notice and in accordance with the terms and conditions of Securities Purchase Agreement dated 16th November, 2014, executed between the Company, JSW, HBPCL and Jaypee Group Employees Welfare Trust (collectively known as "Parties"), on such terms and conditions as are already agreed to or may be mutually agreed to between the Parties, from time to time."

"RESOLVED FURTHER THAT Shri Manoj Gaur, Chairman, Shri Sunil Kumar Sharma, Vice Chairman & CEO and Shri Suren Jain, Managing Director & CFO of the Company ("Authorized Directors") be and are hereby severally authorized to discuss, finalize, execute and sign on behalf of the Company, as may be required, from time to time all documents, deeds, writings etc. as may be considered necessary for the sale of Securities including any amendment(s) or modification(s), to any of the aforesaid document(s), each such document and amendment or modification being approved by any one of the Authorized Directors and the Authorized Directors be and are hereby severally authorized to do all such acts, deeds matters and things as may be deemed necessary and expedient at their absolute discretion in the above matters without any further approval of the Board or the General Meeting."

2. SHIFTING OF REGISTERED OFFICE OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable rules, regulations and guidelines and subject to the approval of the Central Government or any other competent authority and such other sanctions and approvals as may be required, the Registered Office of the Company be shifted from

the State of Himachal Pradesh to the State of Madhya Pradesh and accordingly, the Registered Office of the Company shall be located at the Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli-486 669 (Madhya Pradesh) with effect from the date of filing of Order of the Central Government with the concerned Registrar of Companies."

"RESOLVED FURTHER THAT pursuant to the approval of the Central Government or any other competent authority and such other sanctions and approvals as may be required, Clause II of the Memorandum of Association of the Company pertaining to the situation of the Registered Office of the Company be substituted and replaced as under:

"II. The Registered Office of the Company will be situated in the State of Madhya Pradesh."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) and the Directors / Officials namely, Shri Manoj Gaur, Chairman, Shri Sunil Kumar Sharma, Vice Chairman & CEO, Shri Suren Jain, Managing Director & CFO and Shri M. M. Sibbal, Sr. General Manager & Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to make any modification(s), change(s), variation(s), alteration (s) or revision(s) stipulated by any authority while according approval, the consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notices, advertisements, obtain approval for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may in their absolute discretion deem necessary or desirable for and on behalf of the Company and to settle all questions and difficulties that may arise in the implementation of the foregoing Resolution without any further approval of the Board or the General Meeting."

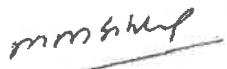
3. TO MAKE INVESTMENT IN SUBSIDIARY COMPANY

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee, duly constituted/ to be constituted by the Board, to exercise its powers, including the powers conferred by this Resolution) to make further investment of upto Rs.1000 Crores (Rupees One Thousand Crores only) in one or more tranches by subscription or otherwise of equity shares/ preference shares of Prayagraj Power Generation Company Limited, subsidiary of the Company, as per details contained in the Statement annexed to this Notice seeking approval of the members, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company along with the proposed investment(s) exceeds 60% of the paid-up capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more."



"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this Resolution."

By Order of the Board
For **JAIPRAKASH POWER VENTURES LTD.**


(M.M. SIBBAL)
Sr. General Manager &
Company Secretary

Place : Noida
Date : 30th May, 2015

Notes:

1. Relevant Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with the Rules made thereunder, in respect of proposed Special Business alongwith Postal Ballot forms setting out material facts set out under item no.1 to 3 is annexed.
2. This Postal Ballot Notice is being sent to all the members whose names appear as on the Record Date as on close of working hours on **Friday, the 19th June, 2015** in the Register of Members/ Record of Depositories.
3. The voting rights of members shall be in proportion to their share in the paid up equity capital of the Company as on Record Date. A person who is not a member as on the Record Date should treat this notice for information purposes only.
4. The Postal Ballot Notice has been placed on the Company's website: **www.jppowerventures.com** and Central Depository Services (India) Ltd.'s website: **www.evotingindia.com** and will remain on such websites until the last date of receipt of Postal Ballot from members.
5. The Company has appointed **Shri D.P.Gupta, Practising Company Secretary as Scrutinizer and Shri Vishal Lochan Agarwal, Practising Company Secretary as Alternate Scrutinizer** to conduct this of Postal Ballot exercise in fair and transparent manner (both for Physical and remote e-voting process and for aggregate results).
6. In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice / documents on the members, the Company is sending this Notice electronically on the e-mail addresses as provided by the members / as obtained from the Depositories/ other sources to the members. Such members may exercise their voting electronically as per the procedure given below. Members who have not registered their e-mail-IDs with Depositories/ other sources will receive the notice of Postal Ballot alongwith physical form through Speed Post or Registered Post or Courier.
7. The date of completion of despatch of Notice of Postal Ballot / e-mails will be announced through advertisement in Newspapers.
8. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form (on the Inland) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Inland. No other form or photo copy of the form will be accepted. Postage cover will be borne and paid by the Company. However, Inland postage cover containing Postal Ballots, if sent by Speed Post or Registered Post or Courier at the expense of the registered member will also be accepted. The Inland letter may also be deposited personally at the address given thereon. However the Inland postage cover of the **Postal Ballot should reach the Company not later than the close of working hours on Wednesday, the 29th July, 2015.** If the physical ballots are received thereafter they shall be deemed to be not received.
9. In case, shares are jointly held, the Postal Ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
10. In case of shares held by companies, trusts, societies, etc. the duly

completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory /ies, giving requisite authority to the person voting on the Postal Ballot form.

11. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members (whether holding shares in physical form or in dematerialized mode) with the facility to exercise their right to vote by electronic means instead of dispatching Postal Ballot form and has engaged the services of Central Depository Services Limited (CDSL) as authorized agency to provide remote e-voting facility.

The procedure and instructions for such remote e-voting are as follows:

- (i) Log on to the e-voting website **www.evotingindia.com**.
- (ii) Click on "shareholders" tab.
- (iii) Now Enter your applicable User ID, as under:-
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification code as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below: Please fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. #Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter user id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company

- on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- (ix) For members holding shares in physical form, the details can be used only for remote e-voting on the Resolutions contained in this Notice.
 - (x) Click on the EVSN "150622024" of "Jaiprakash Power Ventures Limited".
 - (xi) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the respective Resolution and option NO implies that you dissent to the respective Resolution.
 - (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xiii) After selecting the Resolution if a member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If a member wishes to confirm his vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify his vote.
 - (xiv) Once a member "CONFIRM" his vote on the Resolution, he will not be allowed to change his vote.
 - (xv) A member can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If the demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) For Non-Individual members and Custodians:
 - a) Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts should be mailed to evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xviii) **The remote e-voting commences on Tuesday, the 30th June, 2015 (IST 9.00 A.M) and ends on Wednesday, the 29th July, 2015 (IST 6.00 P.M).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the record date i.e. 19th June, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (xix) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The members who do not assent to remote e-voting facility can send their assent or dissent in writing on Postal Ballot form attached with this Notice. The members can opt for only one mode of voting i.e. either by remote e-voting or voting by physical mode. If the members are opting to vote by remote e-voting, then they should not opt for physical Postal Ballot and vice versa. In case the members cast their vote both by physical ballot and remote e-voting, then voting done through remote e-voting will prevail and voting done through physical Ballot will be treated as invalid.
 13. In case, the members who have been sent this Notice electronically and who do not want to avail the remote e-voting facility organised through CDSL or requiring a duplicate Postal Ballot form, such members may send a request to the Company on jpv1.postalballot@jalindia.co.in for obtaining the Notice and Postal Ballot Form in physical. On receipt of such requests, the Company will dispatch the same in physical form to enable the members to send back the Postal Ballot by **Wednesday, the 29th July, 2015**.
 14. The vote in this Postal Ballot cannot be exercised through proxy.
 15. The Scrutinizers' decision on the validity or otherwise of the Postal Ballot / remote e-voting will be final. The Scrutinizer(s) will submit his/their report to the Chairman or in his absence to Vice Chairman & CEO or Managing Director & CFO or any person authorized by the Chairman after completion of the Scrutiny of the Postal Ballots (physical and remote e-voting process).
 16. The result of the remote e-voting and Postal Ballot Forms shall be aggregated and declared by the Chairman, or in his absence by Vice Chairman & CEO or by Managing Director & CFO or by any other person, so authorized by the Chairman **on Thursday, the 30th July, 2015** at the Registered Office of the Company at **JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215 Dist. Solan (H.P.)** and the Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The result of the Postal Ballot alongwith Scrutinizers' Report will be displayed on the Notice Board of the Company at its Registered Office, Corporate Office, simultaneously will be hosted on the website of the Company www.jppowerventures.com and Central Depository Services (India) Ltd.'s website www.evotingindia.com, besides communicating the same to the Stock Exchanges where the Company's shares are listed. The date of declaration of result of Postal Ballot shall be deemed to be the date of General Meeting and the date of passing the proposed Resolutions.
 17. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 10.00 A.M. and 2.00 P.M. up to the date of declaration of the results of Postal Ballots.
 18. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form before exercising their vote.
- STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
- Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 sets out the material facts relating to item no. 1 to 3 mentioned in the accompanying Notice dated 30th May, 2015:
- Item no. 1**
- As the members are aware that Scheme of Arrangement (hereinafter called "the Scheme") between the Company, Himachal Baspa Power Company Limited (HBPCL) and their respective Shareholders and Creditors is pending for sanction before the Hon'ble High Court of Himachal Pradesh at Shimla. On the Scheme becoming effective, in consideration of transfer and vesting of all assets, liabilities, rights, obligations, consents, approvals etc. in relation to Company's 300 MW Baspa II Hydro Power Plant and 1091 MW Karcham Wangtoo Hydro Power Plant, as fully described in the Scheme, HBPCL shall issue and allot 125 crores Equity Shares (Equity Shares) of Rs. 10/- each and 25 crores 13% Non-convertible Debentures (Debt Instruments) of Rs. 100/- each to the Company.
- In terms of the Securities Purchase Agreement (SPA) dated 16th November, 2014, entered into between the HBPCL, JSW Energy

Limited, the Company and Jaypee Group Employees Welfare Trust, the entire Securities (Equity Shares as well as Non-Convertible Debentures) held by the Company, existing as well as to be allotted pursuant to Scheme of Arrangement shall be sold and transferred to JSW Energy Limited for a consideration linked to base Enterprise Value of approximately Rs.9700 crores, subject to mutually agreed adjustments, as fully described in Schedule II of SPA. The sale of entire Securities held by the Company in HBPCCL may be deemed to be sale of whole or substantially the whole of an undertaking pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 and thus, the consent of the members whereof is requested by way of Postal Ballot under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The consent is being sought in order to implement the proposal immediately after the Scheme of Arrangement is approved by the said High Court.

The Board commends the above Resolution for your approval as a **Special Resolution** and the said Resolution is being considered to be in the best interest of the Company as it would result in reduction of debt burden and interest outgo of the Company.

Save and except Shri Suren Jain (DIN:00011026), Shri Sunil Kumar Sharma (DIN:00008125) who are also on the Board of HBPCCL, none of Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, HBPCCL and JSW Energy Ltd. in passing the Resolution set out at Item No 1.

Item no. 2

The present Clause II of the Memorandum of Association of the Company provides that the Registered Office of the Company is situate in the State of Himachal Pradesh i.e. within the jurisdiction of Registrar of Companies, Himachal Pradesh.

As mentioned hereinabove in Item No.1, the Scheme of Arrangement is pending for sanction before the Hon'ble High Court of Himachal Pradesh at Shimla, whereby Company's 300 MW Baspa II Hydro Power Plant and 1091 MW Karcham Wangtoo Hydro Power Plant would be transferred to the Company's subsidiary, Himachal Baspa Power Company Limited (HBPCCL). After the transfer of the said Power Plants, the Company shall cease to have its operations in the State of Himachal Pradesh. It is, therefore, proposed to shift the Company's Registered Office from the State of Himachal Pradesh to the State of Madhya Pradesh where the Company has in operation two Thermal Power plants viz. 1320 MW Jaypee Nigrie Super Thermal Power Plant and 500 MW Jaypee Bina Thermal Power Plant both located in the State of Madhya Pradesh. It is further proposed to locate the Company's Registered Office at the **Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli-486669 (Madhya Pradesh)** as it has the bigger of two Thermal Power plants located in the said State viz. 1320 MW Jaypee Nigrie Super Thermal Power Plant.

The Board is of the opinion that the proposed shifting of the Registered Office of the Company will enable the Company to reduce expenses and the said change will in no way be detrimental to any member or the public, employees or any other person in any manner whatsoever and rather it shall be beneficial to the Company and its stakeholders in all respects. If the members so approve the said shifting of place of Registered Office from the State of Himachal Pradesh to the State of Madhya Pradesh, the Registered Office of the Company may be shifted from JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Dist. Solan (H.P.) to the **Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli-486 669 (Madhya Pradesh)**.

In accordance with the provisions of Sections 12 and 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office of the Company from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of members in General Meeting by way of a Special Resolution.

In the light of the above facts, members' approval is sought through Postal Ballot for shifting the Registered Office of the Company from

the State of Himachal Pradesh to the State of Madhya Pradesh and for altering Clause II of the Memorandum of Association of the Company.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above Resolution for your approval as a **Special Resolution**

None of the Directors / Key Managerial Personnel of the Company / their respective relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as members of the Company.

Item No. 3

As the members are aware, your Company's subsidiary, Prayagraj Power Generation Company Limited (PPGCL) is implementing 1980 MW (3 X 660 MW) Thermal Power Project at Bara, District Allahabad, Uttar Pradesh.

In terms of Companies Act, 1956 (earlier in force), only the Board of Directors had power without the members' approval in case of Infrastructure Companies for making investment in other bodies corporate. However, pursuant to provisions of the Section 186 of the Companies Act, 2013 read with Rules made thereunder, investment by way of subscription, purchase or otherwise the securities of any other body corporate requires prior approval of members by way of Special Resolution.

Accordingly, the Board of Directors of the Company in their meeting held on 24th July, 2010 authorized equity investment in PPGCL upto Rs. 2695 crores. Further, the members would recall that they had, by way of Special Resolution passed through Postal Ballot on 17th July, 2014, authorized the Board of Directors of the Company to make further investment of Rs.1000 Crores in PPGCL. Consequent upon the said approval, the Company made equity contribution of Rs.775 crores. Accordingly, out of total paid-up capital of PPGCL of around Rs. 3123 crores, your Company has already made an equity investment of Rs. 2783 crores and the balance Rs. 340 crores has been subscribed by Jaiprakash Associates Limited, after the requisite approval(s).

To meet the revised project cost of Rs.13,780 crores of 1980 MW Thermal Power Project at Bara, your Company would be required to make a further investment of upto Rs.1000 crores by way of equity contribution in the form of equity and/or preference shares. The balance funds for the said power project, of course, would be met from financial assistance from Banks / Financial Institutions.

The provisions of Section 186 of the Companies Act, 2013, provides that investment by way of subscription, purchase or otherwise the securities of any other body corporate, other than wholly owned subsidiary, requires prior approval of members by way of a Special Resolution.

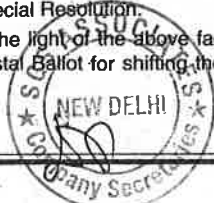
The Board is of the opinion that the above Resolution is in the best interest of the Company and hence commends the Resolution for your approval as a **Special Resolution**.

Save and except, Shri Manoj Gaur (DIN: 00008480), Shri Sunil Kumar Sharma (DIN:00008125), Shri Suren Jain (DIN:00011026) and Dr. Jagannath Gupta (DIN: 00397952), Directors of the Company, who are on the Board of PPGCL and apart from Shri Jaiprakash Gaur (relative of Shri Manoj Gaur and Shri G.P. Gaur, Shri Sunny Gaur, Shri Sameer Gaur, Smt. Urvashi Gaur (relatives of Shri Manoj Gaur), who are also on the Board of PPGCL, none of the Directors, Key Managerial Personnel of the Company and their respective relatives may be deemed to be interested or concerned, financially or otherwise except as members of the Company, in passing of the Resolution set out at Item No. 3.

By Order of the Board
For JAIPRAKASH POWER VENTURES LTD.

M.M. Sibbal
(M.M. SIBBAL)
Sr. General Manager &
Company Secretary

Place : Noida
Date : 30th May, 2015
C.P. No. 7622
NEW DELHI
COMPANY SECRETARIES



JAIPRAKASH POWER VENTURES LIMITED

SUMMARY OF POSTAL BALLOTS RECEIVED PURSUANT TO NOTICE DATED 30TH MAY, 2015

Annexure II

(Physical + E-voting)

Sl. No.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3	
		No. of Ballots	No. of Shares	No. of Ballots	No. of Shares	No. of Ballots	No. of Shares
1	Total ballots despatched	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084
2	Total ballots & e-votes received	2,002	2,24,66,09,846	2,002	2,24,66,09,846	2,002	2,24,66,09,846
3	%age 2 over 1	0.60%	76.47%	0.60%	76.47%	0.60%	76.47%
4	Total invalid ballots*	44	28,816	43	22,701	43	22,651
5	Votes not cast in the partially exercised ballots **	34	11,841	39	18,575	51	24,663
5A	Total Valid [Ballots = 2-4]; [Votes = 2-4-5]	1,958	2,24,65,69,189	1,959	2,24,65,68,570	1,959	2,24,65,62,532
6	Total valid votes cast (FULLY)	1,924	2,24,65,61,658	1,920	2,24,65,62,658	1,908	2,24,65,58,508
7	Total valid votes cast (PARTIALLY)	34	7,531	39	5,912	51	4,024
8	Total valid votes cast (6+7)	1,958	2,24,65,69,189	1,959	2,24,65,68,570	1,959	2,24,65,62,532
9	* Total votes cast in favour of resolution		2,24,64,64,956		2,24,64,57,300		2,24,62,92,121
10	* Total votes cast against the resolution		1,04,233		1,11,270		2,70,411
11	%age of valid votes in favour of resolution		99.995%		99.995%		99.988%
12	%age of valid votes against the resolution		0.005%		0.005%		0.012%

* Invalid votes include votes rejected on account of signature of shareholder mismatch, shareholders not having signed, absence of valid authorisation to vote, shareholder being a related party, etc.
 **These includes ballots, in respect of such cases where the members have voted 'for' as well as 'against' the resolution by splitting their total votes or by part voting, such that part of votes have been voted for/against and balance have not been voted. In such cases the no. of votes not cast has been treated as invalid.



JAIPRAKASH POWER VENTURES LIMITED

SUMMARY OF POSTAL BALLOTS (RECEIVED PURSUANT TO NOTICE DATED 30TH MAY 2015)

Annexure II (A)

(Based on PHYSICAL ballots received)

Sl. No.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3	
		No. of Ballots	No. of Shares	No. of Ballots	No. of Shares	No. of Ballots	No. of Shares
1	Total ballots despatched	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084
2	Total ballots received	1,756	2,09,31,05,932	1,756	2,09,31,05,932	1,756	2,09,31,05,932
3	%age 2 over 1	0.52%	71.24%	0.52%	71.24%	0.52%	71.24%
4	Total invalid ballots*	44	28,816	43	22,701	43	22,651
5	Votes not cast in the partially exercised ballots **	34	11,841	39	18,575	51	24,663
5A	Total Valid [Ballots = 2-4]; [Votes = 2-4-5]	1,712	2,09,30,65,275	1,713	2,09,30,64,656	1,713	2,09,30,58,618
6	Total valid votes cast (FULLY)	1,678	2,09,30,57,744	1,674	2,09,30,58,744	1,662	2,09,30,54,594
7	Total valid votes cast (PARTIALLY)	34	7,531	39	5,912	51	4,024
8	Total valid votes cast (6+7)	1,712	2,09,30,65,275	1,713	2,09,30,64,656	1,713	2,09,30,58,618
9	* Total votes cast in favour of resolution		2,09,30,02,184		2,09,30,10,377		2,09,29,48,919
10	* Total votes cast against the resolution		63,091		54,279		1,09,699
11	%age of valid votes in favour of resolution		99.997%		99.997%		99.995%
12	%age of valid votes against the resolution		0.003%		0.003%		0.005%

* Invalid votes include votes rejected on account of signature of shareholder mismatch, shareholders not having signed, absence of valid authentication to vote, shareholder being a related party, etc.

**These includes ballots, in respect of such cases where the members have voted 'for' as well as 'against' the resolution by splitting their total votes or by part voting, such that part of votes have been voted for/against and balance have not been voted. In such cases the no. of votes not cast has been treated as invalid.



JAIPRAKASH POWER VENTURES LIMITED

SUMMARY OF POSTAL BALLOTS (RECEIVED PURSUANT TO NOTICE DATED 30TH MAY, 2015)

Annexure II (B)
(Based on E-VOTING)

Sl. No.	Category	RESOLUTION No. 1		RESOLUTION No. 2		RESOLUTION No. 3	
		No. of Ballots	No. of Shares	No. of Ballots	No. of Shares	No. of Ballots	No. of Shares
1	Total ballots despatched	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084	3,34,570	2,93,80,03,084
2	Total votes through e-voting	246	15,35,03,914	246	15,35,03,914	246	15,35,03,914
3	%age 2 over 1	0.07%	5.22%	0.07%	5.22%	0.07%	5.22%
4	Total invalid ballots	-	-	-	-	-	-
5	Votes not cast in the partially exercised ballots	-	-	-	-	-	-
5A	Total Valid [Ballots = 2-4]; [Votes = 2-4-5]	246	15,35,03,914	246	15,35,03,914	246	15,35,03,914
6	Total valid votes cast (FULLY)	246	15,35,03,914	246	15,35,03,914	246	15,35,03,914
7	Total valid votes cast (PARTIALLY)	-	-	-	-	-	-
8	Total valid votes cast (6+7)	246	15,35,03,914	246	15,35,03,914	246	15,35,03,914
9	Total votes cast in favour of resolution		15,34,62,772		15,34,46,923		15,33,43,202
10	Total votes cast against the resolution		41,142		56,991		1,60,712
11	%age of valid votes in favour of resolution		99.973%		99.963%		99.895%
12	%age of valid votes against the resolution		0.027%		0.037%		0.105%



Annexure III**JAIPRAKASH POWER VENTURES LIMITED**

**TOTAL RESULT OF POSTAL BALLOT
(E-VOTING AS WELL AS PHYSICAL BALLOT)
PURSUANT TO NOTICE DATED 30TH MAY, 2015.**

(A) RESULT OF PHYSICAL BALLOTS

Sl. No.	Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
1	Total no. of Valid Votes polled	2,09,30,65,275	2,09,30,64,656	2,09,30,58,618
2	Total no. of Votes cast in favour of the Resolution	2,09,30,02,184	2,09,30,10,377	2,09,29,48,919
3	Total no. of Votes cast against the Resolution	63,091	54,279	1,09,699
4	Percentage of Votes in favour of the Resolution	99.997%	99.997%	99.995%
5	Percentage of Votes against the Resolution	0.003%	0.003%	0.005%

(B) RESULT OF E-VOTING

Sl. No.	Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
1	Total no. of Valid Votes polled	15,35,03,914	15,35,03,914	15,35,03,914
2	Total no. of Votes cast in favour of the Resolution	15,34,62,772	15,34,46,923	15,33,43,202
3	Total no. of Votes cast against the Resolution	41,142	56,991	1,60,712
4	Percentage of Votes in favour of the Resolution	99.973%	99.963%	99.895%
5	Percentage of Votes against the Resolution	0.027%	0.037%	0.105%

(C) COMBINED RESULT (PHYSICAL + E-VOTING)

Sl. No.	Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
1	Total no. of Valid Votes polled	2,24,65,69,189	2,24,65,68,570	2,24,65,62,532
2	Total no. of Votes cast in favour of the Resolution	2,24,64,64,956	2,24,64,57,300	2,24,62,92,121
3	Total no. of Votes cast against the Resolution	1,04,233	1,11,270	2,70,411
4	Percentage of Votes in favour of the Resolution	99.995%	99.995%	99.988%
5	Percentage of Votes against the Resolution	0.005%	0.005%	0.012%



ANNEXURE IV

Details of Agenda :

(Ordinary/Special)

Resolution Required :

(Show of hands/Poll/Postal Ballot and E-voting)

In case of Poll/Postal Ballot/E-voting :

Details for reporting as per Clause 35A of Listing Agreement based on result of Postal Ballot/E-voting :

Resolution No. 1 :Special Resolution.: Sale of Securities of Himachal Baspa Power Company Limited by the Company to JSW Energy Limited

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters							
A	Promoter and Promoter Group	1,86,86,48,237	1,86,86,46,737	1,86,86,46,737	-	100.00%	0.00%
	(A)	1,86,86,48,237	1,86,86,46,737	1,86,86,46,737	-	100.00%	0.00%
Public							
B1	Public Institutional holders	31,45,28,623	14,97,28,880	14,97,28,880	-	100.00%	0.00%
B2	Public – others	75,48,26,224	22,81,93,572	22,80,89,339	1,04,233	99.95%	0.05%
	B = (B1 + B2)	1,06,93,54,847	37,79,22,452	37,78,18,219	1,04,233	99.972%	0.028%
	Total (A + B)	2,93,80,03,084	2,24,65,69,189	2,24,64,64,956	1,04,233	99.995%	0.005%

Resolution No. 2 :Special Resolution.: Shifting of Registered Office of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters							
A	Promoter and Promoter Group	1,86,86,48,237	1,86,86,46,737	1,86,86,46,737	-	100.00%	0.00%
	(A)	1,86,86,48,237	1,86,86,46,737	1,86,86,46,737	-	100.00%	0.00%
Public							
B1	Public Institutional holders	31,45,28,623	14,97,28,880	14,97,28,880	-	100.00%	0.00%
B2	Public – others	75,48,26,224	22,81,92,953	22,80,81,683	1,11,270	99.95%	0.05%
	B = (B1 + B2)	1,06,93,54,847	37,79,21,833	37,78,10,563	1,11,270	99.971%	0.029%
	Total (A + B)	2,93,80,03,084	2,24,65,68,570	2,24,64,57,300	1,11,270	99.995%	0.005%



Resolution No. 3 :Special Resolution: To make investment in Subsidiary Company

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares (3)=[(2)/ (1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
		(1)	(2)		(4)	(5)		
Promoters								
A	Promoter and Promoter Group	1,86,86,48,237	1,86,86,46,737	100.00%	1,86,86,46,737	-	100.00%	0.00%
	(A)	1,86,86,48,237	1,86,86,46,737	100.00%	1,86,86,46,737	-	100.00%	0.00%
Public								
B1	Public institutional holders	31,45,28,623	14,97,28,880	47.60%	14,97,28,880	-	100.00%	0.00%
B2	Public – others	75,48,26,224	22,81,86,915	30.23%	22,79,16,504	2,70,411	99.88%	0.12%
	B = (B1 + B2)	1,06,93,54,847	37,79,15,795	35.34%	37,76,45,384	2,70,411	99.928%	0.072%
	Total (A + B)	2,93,80,03,084	2,24,65,62,532	76.47%	2,24,62,92,121	2,70,411	99.988%	0.012%



ANNEXURE-V

JAIPRAKASH POWER VENTURES LIMITED

(PURSUANT TO POSTAL BALLOT NOTICE DATED 30th MAY, 2015)

List of Shareholders who voted through evoting and physical ballot both, hence, evoting prevailed.

S No	ID	Holder Name	Ballot No.	Reso No.	PHYSICAL				EVOTING			
					HOLDING	FOR	AGAINST	NOT VOTED	HOLDING	FOR	AGAINST	NOT VOTED
1	IN30105510060774	B. K. JAIN	6035	1	8,800	8,800	-	-	8,800	8,800	-	-
				2	8,800	8,800	-	-	8,800	8,800	-	-
				3	8,800	8,800	-	-	8,800	8,800	-	-
2	IN30234910261998	SUNNY GAUR	6933	1	20,000	20,000	-	-	20,000	20,000	-	-
				2	20,000	20,000	-	-	20,000	20,000	-	-
				3	20,000	20,000	-	-	20,000	20,000	-	-
3	IN30002030175256	PRABODH V VORA	21265	1	93,000	93,000	-	-	93,000	93,000	-	-
				2	93,000	93,000	-	-	93,000	93,000	-	-
				3	93,000	93,000	-	-	93,000	93,000	-	-
4	IN30044110752586	RANJAN BANERJEE	140283	1	300	300	-	-	300	300	-	-
				2	300	300	-	-	300	300	-	-
				3	300	300	-	-	300	300	-	-

