

**JAIPRAKASH POWER VENTURES LIMITED**

**DECLARATION OF RESULTS OF E-VOTING/ VOTING BY POLL IN RESPECT OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAIPRAKASH POWER VENTURES LIMITED" HELD ON SEPTEMBER 20, 2014.**

On the basis of the reports submitted by Shri D.P Gupta, Practising Company Secretary (Membership No. FCS 2411), the Scrutinizer and Shri Jatin Singal, Practising Company Secretary (Membership No. ACS 32448), Alternate Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the e-voting process, which started on 14<sup>th</sup> September, 2014 at 9.00 A.M. and ended on 16<sup>th</sup> September, 2014 at 6.00 P.M., and vote on Poll process, which was conducted on 20<sup>th</sup> September 2014, for the 19<sup>th</sup> Annual General Meeting of the Company, in a fair and transparent manner, I declare the Result of the voting on the Resolutions by the Members of the Company as contained in the Notice dated 26<sup>th</sup> July, 2014 in respect of 19<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014, as follows:

**Resolution No. 1 (Ordinary)**

"RESOLVED THAT the audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Directors' Report and Auditors Report thereon be and are hereby received and adopted."

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054208</b>
Total votes cast in favour of the Resolution	<b>2423053823</b>
Total votes cast against the Resolution	<b>385</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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 Sunil Kumar Sharma (DIN:00008125), 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	<b>2938003084</b>
Total valid votes cast	<b>2422688508</b>
Total votes cast in favour of the Resolution	<b>2422684788</b>
Total votes cast against the Resolution	<b>3720</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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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 D.P. Goyal (DIN:00211541), 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	2423035858
Total votes cast in favour of the Resolution	2409764680
Total votes cast against the Resolution	13271178
%age of valid votes cast in favour of the Resolution	99.452
%age of valid votes cast against the Resolution	0.548

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 G.P. Gaur (DIN:00918895), 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	2423054208
Total votes cast in favour of the Resolution	2409782950
Total votes cast against the Resolution	13271258
%age of valid votes cast in favour of the Resolution	99.452
%age of valid votes cast against the Resolution	0.548

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 the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N)**, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company.”

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Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054008</b>
Total votes cast in favour of the Resolution	<b>2420895603</b>
Total votes cast against the Resolution	<b>2158405</b>
%age of valid votes cast in favour of the Resolution	<b>99.911</b>
%age of valid votes cast against the Resolution	<b>0.089</b>

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 Auditors (Firm Registration No. 0075) appointed by the Board to conduct Audit of the cost records of the Company relating to the Product “Electricity” for the Financial Year 2014-15, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board 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	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423050643</b>
Total votes cast against the Resolution	<b>3465</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri R.N. Bhardwaj (DIN: 01571764), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

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**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2422889208</b>
Total votes cast in favour of the Resolution	<b>2422493798</b>
Total votes cast against the Resolution	<b>395410</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri B.B. Tandon (DIN: 00740511), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2422889008</b>
Total votes cast in favour of the Resolution	<b>2422492823</b>
Total votes cast against the Resolution	<b>396185</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri A.K. Goswami (DIN: 02636247), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423051228</b>
Total votes cast against the Resolution	<b>2880</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.C. Bhargava (DIN: 00020021), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2422658648</b>
Total votes cast against the Resolution	<b>395460</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.S. Gupta (DIN: 02284265), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2423053988</b>
Total votes cast in favour of the Resolution	<b>2422657528</b>
Total votes cast against the Resolution	<b>396160</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

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 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Dr. J.N. Gupta (DIN: 00397952), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the

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Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423051168</b>
Total votes cast against the Resolution	<b>2940</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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. 12 has been passed as an **Ordinary Resolution.**

#### **Resolution No. 13 (Ordinary)**

**“RESOLVED THAT** pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to such other approvals as may be required, the approval of the Company be and is hereby accorded to the re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125) as the Vice-Chairman & CEO of the Company, with substantial powers of management, for a further period of five years w.e.f. 12th January, 2015, without any remuneration for the time-being.”

**“RESOLVED FURTHER THAT** Shri Sunil Kumar Sharma shall, however, be entitled to reimbursement of expenses, if any, incurred in connection with the discharge of official duties.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Sunil Kumar Sharma, including relating to remuneration, as it may, at its discretion, deem fit from time to time, provided, however, that the remuneration when fixed, shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2422688408</b>
Total votes cast in favour of the Resolution	<b>2422684369</b>
Total votes cast against the Resolution	<b>4039</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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. 13 has been passed as an **Ordinary Resolution**.

**Resolution No. 14 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Shri S.D. Nailwal (DIN: 00008529) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2409389907</b>
Total votes cast against the Resolution	<b>13664201</b>
%age of valid votes cast in favour of the Resolution	<b>99.436</b>
%age of valid votes cast against the Resolution	<b>0.564</b>

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. 14 has been passed as an **Ordinary Resolution**.

**Resolution No. 15 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Ms. Sunita Joshi (DIN: 00025720) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2409389880</b>
Total votes cast against the Resolution	<b>13664228</b>
%age of valid votes cast in favour of the Resolution	<b>99.436</b>
%age of valid votes cast against the Resolution	<b>0.564</b>

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. 15 has been passed as an **Ordinary Resolution**.

**Resolution No. 16 (Special)**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if

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any, of the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Suren Jain (DIN:00011026) as the Managing Director & CFO of the Company for a further period of five years from 12th January, 2015 to 11th January, 2020, at such remuneration, perquisites and benefits for a period of three years from the date of re-appointment i.e. upto 11th January, 2018, as set out in the annexed Statement.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Suren Jain, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

**“RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Shri Suren Jain, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.”

**“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	<b>2938003084</b>
Total valid votes cast	<b>2422703909</b>
Total votes cast in favour of the Resolution	<b>2422699229</b>
Total votes cast against the Resolution	<b>4680</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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. 16 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer, all Resolutions as set out in the Notice of the 19<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. 20<sup>th</sup> September, 2014. The Results along with the Scrutinizer’s Report shall be available on the Company’s Website, [www.jppowerventures.com](http://www.jppowerventures.com) & on CDSL’s Website.



**(SUREN JAIN)**  
**Chairman of the meeting**

Place: Waknaghat  
Date: 20<sup>th</sup> September, 2014