

JAIPRAKASH POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Registered Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, Dist. Singrauli 486669 (M. P.)

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NOTICE

NOTICE is hereby given that the **Twenty First Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Saturday, the 24th September, 2016 at 9.30 A.M.** at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements consisting of the **Balance Sheet as at 31st March, 2016**, 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.
2. To appoint a Director in place of **Lt. Gen. (Retd.) Shri Ravindra Mohan Chadha (DIN: 02610012)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Sunil Kumar Sharma (DIN: 00008125)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri D.P. Goyal (DIN: 00211541)**, who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of **M/s. R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N)**, as Statutory Auditors of the Company (already re-appointed for three consecutive years by the Shareholders in the 19th Annual General Meeting held on 20th September, 2014, till the conclusion of 22nd Annual General Meeting to be held in 2017), to hold office from the conclusion of this Annual General Meeting until the conclusion of 22nd Annual General Meeting subject to ratification of appointment every year and to fix their remuneration.

Special Business:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

6. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

“**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 Power Generation and for Cement Grinding Unit, for the Financial Year 2016-17, 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.”

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

7. CONVERSION OF DEBT INTO EQUITY

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, Reserve Bank of India circular no. RBI/2014-15/627/DBR.BPBC.No.101/21.04.132/2014-15 dated June 8, 2015 on the Strategic Debt Restructuring Scheme (including any amendment(s), modification(s), clarification(s) in regard thereto), Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities & Exchange Board of India (the Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities, including amendments thereof, including but not limited to the Government of India, Securities and Exchange Board of India, the Reserve Bank of India and subject to the approval, permission, sanctions and consents as may be prescribed by any of them while granting such approvals, permission(s), sanction(s) and consent(s), as are accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof), the consent of the Company be and is hereby accorded to the Board to accept Strategic Debt Restructuring Scheme (hereinafter called “the SDR Scheme”) on terms and conditions contained in the SDR Scheme, such terms and conditions to provide, inter alia, for an option to the Lenders (hereinafter called the “SDR Lenders”) to convert the whole or part of the outstanding dues (principal or interest on loan) of the Company (whether then due or payable or not), into fully paid up shares/securities of the Company, so as to acquire majority shareholding of the Company by the lenders, at a price as determined in accordance with the guidelines issued by the Reserve Bank of India from the date (which date is hereinafter referred to as the “date of conversion”) and in the manner specified in a notice in writing to be given by the SDR Lenders to the Company (which notice is hereinafter referred to as the “conversion notice”) and, inter-alia, in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the SDR Lenders upon the invocation of SDR Scheme, so as to acquire majority shareholding in the Company by the lenders.
- (ii) Any conversion in terms of SDR Scheme shall be subject to applicable guidelines issued by the Reserve Bank of India (RBI), under the Companies Act, 2013 and by SEBI. The Company shall take all corporate and other actions as may be required for issuance of shares/securities pursuant to the exercise of conversion right by the SDR Lenders, including but not limited to the passing of required resolution and intimation to the Stock Exchanges.

- (iii) The Company shall, at all times, maintain sufficient un-issued shares/securities for the above purpose and obtain all requisite corporate approvals and authorizations as may be required in this regard.
- (iv) The SDR Lenders may exercise the above conversion right so as to acquire majority shareholding in the Company.
- (v) On receipt of a conversion notice, the Company shall allot and issue the requisite number of fully paid-up shares/securities (such shares/securities referred to as the "conversion shares/securities") to the SDR Lenders and upon such issuance of the conversion shares/securities, the SDR Lenders shall accept the same in satisfaction of the part of the facilities so converted on and from the date of conversion.
- (vi) The part of the facilities so converted shall cease to carry interest as from the date of conversion and the facilities shall stand correspondingly reduced. Upon such conversion, the installments of the facilities payable after the date of conversion as per the documents shall stand reduced proportionately by the amounts of the facilities so converted.
- (vii) The conversion shares/securities so allotted and issued to the SDR Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the shares/securities of the Company and the said conversion of equity shares shall rank pari-passu with the existing equity shares of the Company in all respects.
- (viii) In the event of the SDR Lenders exercising the conversion right as aforesaid, the Company shall at its cost get the conversion shares, issued to the SDR Lenders as a result of the conversion, listed with such Stock Exchanges, where Shares of the Company are listed, as also comply with all statutory requirements and applicable laws in connection with the issue of the conversion shares/securities as stated above."

"RESOLVED FURTHER THAT the Board be and are hereby authorized to issue and allot to the SDR Lenders the number of securities for conversion of the said portion of the financial assistance including interest as may be desired by the SDR Lenders so as to acquire majority shareholding (i.e. 51% or more) by the lenders and if any of the lenders does not convert outstanding amount into equity as, mentioned under SDR, other lenders have option to increase its conversion amount subject to maximum of non converted amount."

"RESOLVED FURTHER THAT the Securities to be allotted by the Company upon such conversion of the Debt shall be in accordance with the terms & conditions agreed upon with the Lenders as above and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Companies Act, 2013 and the Equity Shares of the Company to be allotted upon such conversion shall rank pari passu in all respects, including as to dividend, with the existing fully paid up Equity Shares of Rs.10/- each of the Company."

"RESOLVED FURTHER THAT the Board be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the SDR Lenders arising from or incidental to the aforesaid terms providing for such option, if any, and to do all such acts and things as may be necessary to give effect to the above Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this Resolution to any Committee of the Board or any

Director or other executive(s)/ officer(s) of the Company to give effect to this Resolution."

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

8. TO MAKE INVESTMENT IN SPECIAL PURPOSE VEHICLE/ SUBSIDIARY COMPANY (IES)

"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 investment of upto Rs. 500 crores (Rupees Five hundred crore only) in one or more tranches by subscription or otherwise of equity shares/ preference shares in Special Purpose Vehicle Company (SPV)/ subsidiaries of the Company, 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 share 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."

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

9. RE-APPOINTMENT OF SHRI PRAVEEN KUMAR SINGH AS WHOLE-TIME DIRECTOR

"RESOLVED THAT pursuant to Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, including amendments from time to time, and subject to the approval of Central Government, the approval of the Company be and is hereby accorded to the re-appointment of Shri Praveen Kumar Singh (DIN 00093039) as Whole-time Director of the Company, for a further period of three years with effect from August 12, 2016 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Praveen Kumar Singh notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is in accordance to the subsisting provisions of the Companies Act, 2013."

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

10. RAISING OF FUNDS THROUGH EQUITY/EQUITY RELATED INSTRUMENTS WITH VARIOUS DOMESTIC/ INTERNATIONAL OPTIONS, INCLUDING QIP/ECBs WITH RIGHTS OF CONVERSION INTO EQUITY SHARES/ FCCBs ETC.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, and all other applicable provisions, if any, of the Companies Act, 2013 and/ or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof), the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), Reserve Bank of India (RBI), Govt. of India or any other Competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations”) and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other statutory or other authority(ies), Bank(s), Institution(s) or body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof), the Board be and is hereby authorized to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of a Qualified Institutions Placement (QIP) in terms of Chapter VIII of the ICDR Regulations, as amended from time to time and/or External Commercial Borrowings (ECBs) with rights of conversion into Equity Shares, and/ or Foreign Currency Convertible Bonds (FCCBs) or any other mode as per Regulation 29(1)(d) of the SEBI Regulations to be subscribed to, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as the “Investors”), whether or not such Investors are members of the Company or not (including with the provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/associate company(ies)/ holding company as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount/ premium to the market prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, upto an aggregate of Rs.1,000 Crore (Rupees One Thousand Crore only) in Indian Rupees or equivalent in any foreign currency (inclusive of such

premium/ discount as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency(ies), in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue/ allotment.”

“RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/Securities shall only be made to Qualified Institutional Buyers at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of the ICDR Regulations and such Securities shall be fully paid-up and the allotment of such Equity Shares/Securities shall be completed within 12 months from the date of passing of this Resolution.”

“RESOLVED FURTHER THAT the Company and/ or any agency or body authorized by the Company, may issue receipts/ certificates representing the underlying Securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/ international practices, norms and regulations, and under the norms and practices prevalent in the International Markets.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares/ Securities at such premium/ discount as may be decided by the Board in its absolute discretion as may be required to be issued and allotted upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari-passu with the then existing Equity Shares in the Company in all respects including as to dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/ Securities to be allotted in each tranche, issue price, face value, premium, discount amount on issue/ conversion of securities/ exercise of warrants, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, intermediaries, to enter into or execute all such agreements/ arrangements/ MOUs/ documents with any such agencies, as may be necessary to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with

the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Chairman or Managing Director or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company or to any other person to implement the aforesaid Resolution.”

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

M.M. SIBBAL

Place : Noida Vice President & Company Secretary
Date : 27th May, 2016 (Membership No. FCS- 3538)

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 6 to 10 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANY/BODY CORPORATES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE. A BLANK PROXY FORM IN FORM NO. MGT 11 IS ENCLOSED.**

A person can act as the Proxy on behalf of the members, not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy for any other person or member.
3. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.
5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh) or Corporate Office at Sector-128, Noida - 201304 (U.P.) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed “AGM Queries - Attn. Shri M.M. Sibbal, Vice President & Company Secretary.”

6. Members who are holding shares in physical form are requested to notify the change, if any, in their address or bank details to Company's Registrar and Transfer Agent (RTA) and always quote their folio number in all correspondence with the Company and RTA. In respect of holding shares in electronic form members are requested to notify and change in address or bank details to their respective Depository Participants.
7. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The members as on the **cut-off date viz. Saturday, 17th September, 2016** shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
9. A Proxy can vote through polling and no voting by show of hands will be allowed at the Meeting.
10. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
11. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 A.M. on 21st September, 2016
End of remote e-voting	5.00 P.M. on 23rd September, 2016

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **17th September, 2016**, may cast their vote by remote e-voting. 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.

12. Procedure and instructions for remote e-voting

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on 'Shareholders' tab
- (iii) Now Enter your User ID/Login ID
 - 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 as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> • 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 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 (Sequence Number is printed on the address slip or mentioned in the e-mail)
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the User ID / Login ID 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 directly reach 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 e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for 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 Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - After registering, a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - The admin login details will be sent by CDSL, 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case joint holders attending the meeting and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. 17th September 2016** may follow the same instructions as mentioned above for e-voting. And the person who is not a member as on the cut off date should treat this Notice **for information purpose only**.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Deputy Manager of CDSL, P J Tower, Dalal Street, Fort, Mumbai 400 001. Phone no.18002005533. write an email to helpdesk.evoting@cdslindia.com

- (xxi) Shri D. P. Gupta, Practising Company Secretary (Membership No. FCS 2411) has been appointed as Scrutinizer and Shri Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) as Alternate Scrutinizer to Scrutinize the Polling at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.
- (xxii) The Scrutinizer, after scrutinizing the vote cast at the Meeting (Polling) and though remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other Director so authorised. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jppowerventures.com, notice board, Registered Office/ Corporate Office of the Company and on the website of CDSL [AndResults.aspx](https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx). The results shall simultaneously be communicated to the Stock Exchanges.
- Subject to receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the date of the 21st Annual General Meeting of the Company.
13. The Register of Members and Share Transfer Books will remain closed from **Monday, the 19th September, 2016 to Saturday, the 24th September, 2016** (both days inclusive) for the purpose of Annual General Meeting.
14. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, savings in stamp duty, prevention of forgery etc.
15. Pursuant to Section 205A read with 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. Therefore, members are requested to encash their Dividend Warrants on priority, within the validity period. Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, www.jppowerventures.com and website of the IEPF viz. www.iepf.gov.in. in compliance of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
17. Members or their respective proxies are requested to:
- (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
- (b) Quote their Folio no./Client-ID & DP-ID in all correspondence; and
- (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
18. Copies of the Notice of 21st Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on Friday, 19th August, 2016**. Upon request, printed copy of Annual Report will be supplied to those share holders to whom Annual Report has been sent through Electronic Mode. The Notice is also available on the website of the Company www.jppowerventures.com and on the weblink of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>.
19. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in Company's Records which will help the Company and the Company's Registrar and Transfer Agents – Alankit Assignments Limited (AAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL and always quote their Folio Numbers in all correspondences with the Company and RTA.
21. (a) The shareholdings of all the Directors in the Company, attendance at the Board/AGM, and such other details as required as per Secretarial Standards on General Meetings (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
- (b) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
- (c) Additional details in terms of Listing Regulations in respect of Directors being re-appointed are given hereunder:

Lt. Gen. Shri Ravindra Mohan Chadha, PVSM, AVSM (Retd.)

Lt.Gen. Ravindra Mohan Chadha, PVSM, AVSM (Retd.) aged about 74 years, Non- Executive, Non-Independent Director of the Company, holds a Bachelors' Degree in Engineering (Civil) from the University of Pune, a Masters' Degree in International Relations from the University of Madras, a Masters' Diploma in Business Administration from Symbiosis Institute of Management Studies, Pune and a Diploma in Foreign Trade from Institute of Foreign Trade, New Delhi. He was also a Member of the Institution of Engineers (India). He has over 54 years of experience in conceptualization, planning, direction and implementation of various projects especially in personnel management, equipment and materials, logistics and financial aspects. He has also served with the Indian Army for 40 years before retiring as a Lieutenant General. Presently, he is responsible for the overall administration of Vishnuprayag Plant.

Lt.Gen. Ravindra Mohan Chadha, PVSM, AVSM (Retd.) holds 2,850 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person holds any share for Lt.Gen. Ravindra Mohan Chadha, PVSM, AVSM (Retd.) on a beneficial basis.

Shri Sunil Kumar Sharma

Shri Sunil Kumar Sharma, aged about 57 years, Vice-Chairman and Chief Executive Officer of the Company, holds a Bachelors' Degree in Science and possess around 38 years of varied experience in planning, procurement, execution and management in the fields of cement, power, realty, expressways, tourism & hospitality, sports, healthcare etc.

Shri Sunil Kumar Sharma is primarily responsible for planning & execution of large infrastructure projects of the Jaypee Group, particularly by the Engineering & Construction (E&C) division of Jaiprakash Associates Ltd (JAL), of which he is the Executive Vice Chairman. As the overall incharge of JAL's E&C Division, he had led the construction team which earned the unique distinction of having simultaneously executed 13 Hydropower projects spread across 6 states and the neighbouring country Bhutan for generating 10,290 MW power. Some of the most prominent projects executed in the recent past by the Jaypee Group under his leadership are (i) Bara Thermal Power Project (3x660 MW); (ii) 900 MW Baglihar Hydroelectric project (Stage-1 &2); (iii) Jaypee Greens Greater Noida (golf centric 450-acre residential township); (iv) 165 km long concrete paved access controlled Yamuna Expressway (Greater Noida to Agra); (v) Zirakpur-Parwanoo (Himalayan Expressway); (vi) Jaypee Greens Golf & Spa Resort (5-star deluxe hotel), (vii) Buddh International Circuit (Formula-1 race circuit); (viii) Jaypee Hospital (multi-speciality hospital) etc.

Under Shri Sunil Kumar Sharma, JAL's construction team has set many benchmarks in executing various infrastructure projects, irrespective of magnitude and terrain, helping JAL to evolve into a major player in Indian construction Industry.

Shri Sunil Kumar Sharma is also on the Board of Jaypee Infratech Limited, Jaypee International Logistics Company Private Limited, Jaypee Arunachal Power Limited, Prayagraj Power Generation Company Limited, Jaypee Fertilizers & Industries Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability) and Jaypee Healthcare Limited.

Shri Sunil Kumar Sharma is Member of Stakeholders' Relationship Committee and Finance Committee of Jaiprakash Associates Limited. He is Chairman of Stakeholders' Relationship Committee and Member of Nomination & Remuneration Committee of Jaypee Infratech Limited and Chairman of Audit Committee of Jaypee Arunachal Power Limited.

Shri Sunil Kumar Sharma is also Member of Finance Committee and Committee of Directors (For Funds Raising) of the Company.

Shri Sunil Kumar Sharma holds 5,700 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person hold any share for Shri Sunil Kumar Sharma on a beneficial basis.

Shri D.P. Goyal

Shri Dharam Paul Goyal, aged about 69 years, Non- Executive, Non-Independent Director of the Company, is a hydro-power development, construction and contract management expert with a vast experience of around 50 years in the field of hydro-power projects. He is a Graduate in Civil Engineering with a Masters' Degree in Water Resources Development from the University of Roorkee (now known as Indian Institute of Technology, Roorkee). He was awarded a 'Certificate of Appreciation' by the Royal Government of Bhutan for his professional competence and successful implementation of 1020 MW Tala hydro-electric project in the Kingdom of Bhutan. Earlier to that, he has associated with implementation of 1500 MW Nathpa Jhakri Hydroelectric Project at a senior level position. Shri Dharam Paul Goyal also worked as Managing Director of Jaypee Karcham Hydro-Corporation Limited for implementation of 1091 MW Karcham Wargtoo Hydro Power Plant.

Shri Dharam Paul Goyal is a Managing Director of Jaypee Powergrid Limited and is also on the Board of Jaypee Meghalaya Power Limited.

Shri Dharam Paul Goyal is a Member of Finance Committee of Jaypee Powergrid Limited. He is also Member of Nomination & Remuneration Committee and Chairman of Stakeholders' Relationship Committee of the Company.

Shri Dharam Paul Goyal holds 54,000 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person holds any share for Shri Dharam Paul Goyal on a beneficial basis.

STATEMENT OF MATERIAL FACTS

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 6 to 10 mentioned in the accompanying Notice dated 27th May, 2016:

Item No. 6

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Rule 3A and Rule 4 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company, relating to the Power Generation and also for cement grinding unit.

M/s. Kabra & Associates, Cost Accountants have, on the recommendation of the Audit Committee, been appointed as the Cost Auditor of the Company for the Financial Year 2016-17 by the Board of Directors, in its meeting held on 27th May, 2016 for auditing cost records relating to Power Generation and Cement Grinding Unit. The Board has fixed remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) exclusive of applicable service tax and out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Resolution for approval of the members as an **Ordinary Resolution**.

Item No. 7

Reserve Bank of India (RBI) vide circular no. RBI/2014-15/627/ DBR.BPBC.No.101/21.04.132/2014-15 dated June 8, 2015, notified the guidelines for Strategic Debt Restructuring Scheme with a view to ensure more stake of promoters in reviving stressed accounts and provide banks with enhanced capabilities to initiate change of ownership in accounts which failed to achieve the projected viability milestones. Banks might, at their discretion, could undertake a 'Strategic Debt Restructuring Scheme (SDR)' by converting loan dues in to equity shares. RBI circular further stipulates that at the time of initial restructuring, the Joint Lenders' Forum (JLF) must incorporate, in the terms and conditions attached to the restructured loan/s agreed with the borrower, an option to convert the entire loan (including unpaid interest), or part thereof, into shares in the company in the event the borrower is not able to achieve the viability milestones and/or adhere to 'critical conditions' as stipulated in the restructuring package and the same should be supported by approval of Shareholders of the Borrower Company through Special Resolution.

RBI had in terms of its circular no. RBI/ 2015-16/ 330/ DBR.BPBC.No.82/ 21.04.132/ 2015-16 dated 25th February, 2016 has partially modified its guidelines and also clarified some aspects of its existing guidelines.

In view of the above RBI circular, lenders of the Company, while sanctioning financial assistance for Amelia (North) Coal Block, Flexible structuring under 5/25 Scheme of RBI and Short Term Liquidity Support for JNSTPP, has stipulated condition for such approvals from Board & Shareholders of the Company by way of an enabling Resolution giving an option to the lenders of the Company on the implementation of the SDR Scheme, to convert the whole or part of the outstanding dues (principal or interest) of the Company (whether that due or payable or not) into fully paid up shares/ securities of the Company, so as to acquire majority shareholding (i.e. 51% or more) by the lenders of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is, in any way, concerned or interested financially or otherwise, in this Resolution.

The Board commends the Resolution for the approval of the members as a **Special Resolution** for incorporating necessary clauses required in all present & future loan agreements with the lenders of the Company.

Item No. 8

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.

Gujarat State Electricity Corporation Limited with the objective of ensuring a reliable supply of coal to its pre-defined end use plants would be organising an International Competitive Bidding to select a Mine Developer and Operator (MDO) to develop, operate and mine coal from the Gare Pelma coal block, located at Mand Raigarh Coalfields in the District Raigarh, Chattisgarh.

Your Company proposes to participate in the bidding for the above mentioned MDO work and for another such MDO work of another coal block through Bidding Consortium to be formed with The Griffin Coal Mining Company Pty. Ltd., a Company incorporated under the provisions of the Corporation Act, 2001 and having its Registered Office at Level-1, 677 Murray Street, West Perth, Western Australia-6005. Your Company would act as a Lead member of the Bidding Consortium with equity participation.

Keeping in view the need of equity for above mentioned proposals it is necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to make investment in the subsidiary(ies)/joint venture company(ies)/bidding consortium of upto Rs.500 crore (Rupees Five hundred crore only) in one or more tranches by subscription or otherwise of equity shares/ preference shares in Special Purpose Vehicle Company (SPV)/ subsidiaries/ joint venture of the Company/bidding consortium, notwithstanding that the aggregate amount of all the loans & guarantees already given by the Company, securities provided by the Company, investments so far made together with the proposed investments exceed the prescribed limits under the Companies Act, 2013, as mentioned in the above Resolution.

The Board commends the Resolution for the approval of the members 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, in passing of the Resolution set out at Item No. 8.

Item No. 9

Considering the recommendations of the Nomination & Remuneration Committee (NRC), the Board of Directors has approved the re-appointment of Shri Praveen Kumar Singh, Whole-time Director on his existing remuneration subject to requisite approvals including that of members, as per the details given below:

Name & Designation	Approval of NRC & Board	Tenure of appointment	Remuneration (proposed and existing)
Shri Praveen Kumar Singh, Whole-time Director	27.05.2016	Three years from 12.08.2016	<p>Proposed Remuneration:</p> <p>Basic Salary: Rs. 8,10,000/- per month in the Pay Scale of Rs.2,25,000-22,500-3,37,500-33,750-5,06,250-50,625-7,59,375-50,625-10,12,500 (Increment which fell due on 1st April, 2016 be given effect from 1st October, 2016 and future increment on 1st April every year) & Perquisites which are detailed below.</p> <p>Existing Remuneration:</p> <p>Basic salary w.e.f. 01.04.2015 is Rs. 8,10,000 p.m. in the same pay scale and Perquisites detailed below.</p>

Perquisites:

Besides the above salary, he will be entitled to perquisites which may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the annual salary:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity at a rate not exceeding half a month's salary for each completed year of service;
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

The Chairman of the Company shall have the authority to fix the inter-se ceilings / limits of various perquisites given to Shri Praveen Kumar Singh.

In the event of absence or inadequacy of profit in any year during the tenure of his appointment, the aforesaid remuneration will be paid as the minimum remuneration, in accordance with the provisions of the Companies Act, 2013.

Brief resume and information as per schedule V of the Companies Act, 2013 of above mentioned appointees is given below:

Shri Praveen Kumar Singh, aged about 43 years, Whole-time Director of the Company, holds a Bachelors' Degree in Civil Engineering from the University of Bangalore. He has been associated with Jaypee Group for the past 18 years' and has been involved in the construction and implementation of Karcham - Wangtoo HEP. He was also involved in the construction of the Indira Sagar Hydro Electric Project and was the unit in-charge of Omkareshwar Hydro-electric Project.

Shri Praveen Kumar Singh is also on the Board of Jaypee Meghalaya Power Limited and Jaypee Infra Ventures (A Private Company with Unlimited Liability). He is not a member of any committee of any company in which he is a Director.

Shri Praveen Kumar Singh holds 3,50,000 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person hold any share for Shri Praveen Kumar Singh on a beneficial basis.

Shri Praveen Kumar Singh attended 2 Board Meetings during the Financial Year.

Recommendations of the Board:

The Board is of the opinion that his appointment is in the best interest of the Company considering his qualification, experience and long association with the Company.

General Information of the Company (as per Schedule V)

S. No.	Particulars	Remarks
1.	Nature of Industry	To set up power projects – Hydro electric or Thermal and to carry on the business of general electric power supply.
2.	Date or expected date of commencement of commercial production	Not Applicable
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Please see Table-A given below.
5.	Foreign Investments or collaboration, if any	There are no foreign investments or collaborations in the Company except NRIs/ Flls holding shares in the Company through market purchases in the ordinary course.

TABLE A: Financial performance based on given indicators

Year	Total Revenue	Net Profit/ (Loss)	Net Fixed Assets	Total Shareholders' Funds*
	(Rs. Cr.)	(Rs. Cr.)	(Rs. Cr.)	(Rs. Cr.)
2016	3970.67	(294.50)	16270.59	7568.98
2015	4061.92	137.21	23462.21	6379.43
2014	2740.50	19.73	22361.83	6329.71
2013	2290.80	329.15	20336.74	6444.36
2012	1686.30	402.95	16040.77	5465.00

* Total Shareholders' Funds include all reserves and surplus.

Information about Shri Praveen Kumar Singh

S. No.	Particulars	Remarks
1.	Background details	As per his profile given above
2.	Past remuneration	Basic salary Rs.8,10,000 p.m. in the pay scale of Rs. 2,25,000-22,500-3,37,500-33,750-5,06,250-50,625-7,59,375-50,625-10,12,500 plus Perquisites which would be restricted to an amount equal to the annual salary. Basic Salary w.e.f. 1st April 2015 is Rs. 8,10,000 p.m. in the pay scale of Rs. 2,25,000-22,500-3,37,500-33,750-5,06,250-50,625-7,59,375-50,625-10,12,500
3.	Recognition or awards	N.A.
4.	Job Profile and his suitability	Shri Praveen Kumar Singh, holds a Bachelors' Degree in Civil Engineering from the University of Bangalore. He has been associated with Jaypee Group for the past 18 years' and has been involved in the construction and implementation of Karcham - Wangtoo HEP. He was also involved in the construction of the Indira Sagar Hydro electric Project and was the unit in-charge of Omkareshwar Hydro-electric Project. Shri Praveen Kumar Singh has vast experience in construction, implementation and management of Hydro- Power Projects/ Plants.
5.	Remuneration Proposed	As given above

S. No.	Particulars	Remarks
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Shri Praveen Kumar Singh is being re-appointed at existing remuneration and pay scale. Keeping in view of the size and Revenue of the Company, the continuation of remuneration at existing pay scale is justifiable, which is at par with the industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except for the proposed remuneration, there is no pecuniary relationship between the Company and the appointee. Relationship with the managerial personnel: Nil

Other Information

1.	Reasons of loss or inadequate profits	<p>The net loss after tax for the financial year 2015-16 of Rs.294.50 crore as compared to net profit of Rs.137.21 crore in the previous financial year 2014-15 was mainly on account of –</p> <ul style="list-style-type: none"> ▶ High financing Cost. ▶ Profit of Jaypee Bina Thermal Power Plant in the previous year was higher due to receipt of arrears of Rs.126.38 crore consequent upon approval of final tariff. ▶ Generation at Jaypee Bina Thermal Power Plant was adversely affected due to backdown instructions by MPPMCL during most part of the year on account of lower power requirement by M.P. Government. ▶ Operations of Baspa II H.E.P. and Karcham Wangtoo H.E.P. were reckoned only upto 31st August, 2015 consequent upon sale of these Plants to M/s. JSW Energy Limited w.e.f. 1st September, 2015. ▶ An amount of Rs.150 crore paid to Himachal Baspa Power Company Limited as compensation arising out of Security Purchase Agreement executed between the Company, JSW Energy Limited and Himachal Baspa Power Company Limited.
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		<ul style="list-style-type: none"> ▶ Operations of Jaypee Nigrie Supercritical Thermal Power Plant suffered mainly due to (i) restricted generation on account of non-availability of long term PPAs; (ii) current Revenue being based on Provisional Tariff (pending determination of final tariff); and (iii) non-availability of coal (a) from 10th May, 2015 to 29th May, 2015 on account of delay in getting approval for transfer of Amelia (North) Coal Mine from the authorities, (b) again, in March, 2016 as the entire capacity for the financial year 2015-16 from Amelia (North) Coal Mine was utilized by February, 2016.
		<ul style="list-style-type: none"> ▶ Lower Revenue of 400 MW Vishnuprayag H.E.P. due to stoppage of generation from 25th June, 2015 to 10th September, 2015 due to excess silt and boulders in river Alaknanda due to flood and shutdown of Plant from 20th February, 2016 to 11th March, 2016 due to shutdown instructions received from UPPCL for maintenance of transmission tower/lines.
2.	Steps taken or proposed to be taken for improvement	The Company is selling some of its assets to improve the liquidity & reduce the debt/ interest burden.
3.	Expected increase in productivity and profits in measurable terms	It is expected that in near future, with the betterment in Indian economy & of Power Sector in which the Company operates, the Company will come back in profit zone, keeping in view the profiles of the projects of the Company.

Except Shri Praveen Kumar Singh being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for the approval of the members as a **Special Resolution**.

Item no. 10

As the members are aware, your Company issued Foreign Currency Convertible Bonds aggregating US \$ 200 Million during the Financial Year 2009-10. FCCBs alongwith the premium fell due on 13th February, 2015. Entire premium and upto date interest was paid to the bondholders on 13th February, 2015. Your Company entered into Standstill Agreement with majority of bondholders extending the maturity of bonds upto 13th February, 2016. During the period of this extension, the Company redeemed principal amount of FCCBs partially reducing the principal outstanding amount from US\$ 200 million to US\$ 101.42 million. The Company also paid interest upto 13th February, 2016. The Company entered into a standstill agreement on 11th February, 2016 with majority of bondholders extending standstill period until 31st March, 2016, subject to certain conditions. In view of conditions surrounding the power sector in India and present status of cash balance of the Company, the Company is in discussion with the bondholders for extending the maturity period of FCCBs or in the alternative, propose to redeem the existing outstanding amount of FCCBs from fresh issuance of FCCBs on such terms and conditions, as may be mutually agreed between the Company and bondholders.

The Board in its meeting held on 27th May, 2016 decided to seek approval of the members by way of Special Resolution for fresh issuance of FCCBs for redemption of outstanding FCCBs and/or by raising of funds / resources through other options to the extent of Rs.1000 crores i.e. through equity/equity related instruments with various Domestic/ International options, including QIP/ECBs with rights of conversion into equity shares/ FCCBs or any other mode as per Regulation 29(1)(d) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Section 62 of the Companies Act, 2013, besides raising funds for meeting capital expenditure of the Company and its subsidiaries, retiring other debts and for general corporate purposes.

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company, by a Special Resolution, for each of the offers or invitations.

- ▶ Provided that in the explanatory statement annexed to the notice for the general meeting the basis or justification for the price (including premium, if any) at which the offer or invitation is being made shall be disclosed.

In terms of ICDR Regulations, as amended, Companies making further issue of Equity Shares / Securities, and/or the price therefore (including premium and / or discount thereof) should be as determined in terms of SEBI ICDR Regulations. Additionally, the Company may offer a discount of not more than 5% (or any other discount as might be notified in SEBI ICDR Regulations from time to time) on the price calculated in accordance with SEBI ICDR Regulations. In relation to any ECB which is convertible into equity shares of the Company and, FCCBs the pricing of the Equity Shares (including premium and / or discount thereof) shall be in accordance with Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, any pricing norms provided by the RBI, Government of India, the ICDR Regulations and / or any other applicable law for the time being in force. Accordingly, the Resolution at item No. 10 seeks to empower the Board to issue Equity Shares / Securities to domestic members or through various domestic/ International options including QIP/ ECB with rights of conversion into shares/FCCBs etc., in one or more offerings/tranches.

The Board may in its discretion adopt any mechanism in order to facilitate and meet its objectives as stated in the aforesaid paragraphs.

The said Resolution is an enabling Resolution conferring authority to the Board to do all acts and deeds, which may be required to issue/ offer equity shares/ securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/ offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/international offering(s) will be determined in consultation with the Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Guarantors, Consultants, Advisors, Underwriters and/or such other intermediaries such as Custodians, Depositories, Escrow Bankers, Lawyers, Registrars, Trustees, Professionals as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force.

Section 62(1)(c) of the Companies Act, 2013 inter-alia, provides that whenever it is proposed to increase the subscribed capital of the Company by further issue/offer and allotment of shares, such shares shall be offered to the existing members of the Company in the manner laid down in Section 62 of the Companies Act, 2013 unless the members decide otherwise by a Special Resolution.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and in terms of the provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, authorizing the Board to issue Equity Shares/ Securities, as stated in the Resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Equity Shares / Securities.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested in the Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board commends the Resolution for approval of the members as a **Special Resolution**.

By Order of the Board
For JAIPRAKASH POWER VENTURES LTD

M.M. SIBBAL

Place : Noida
Date : 27th May, 2016

Vice President & Company Secretary
(Membership No. FCS- 3538)

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Regd. Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)

ADMISSION SLIP

DPID	FOLIO NO/CLIENT ID	NO.OF SHARES
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Name(s) and address of the member in full: _____

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company to be held on **Saturday, the 24th September, 2016 at 9.30 A.M. at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)**

MEMBER PROXY

Signature of Member/Proxy

JAIPRAKASH

POWER VENTURES LIMITED

CIN: L40101HP1994PLC015483

Regd. Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L40101HP1994PLC015483
Name of the Company	JAIPRAKASH POWER VENTURES LIMITED
Registered Office	Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.) Tel: +91 7801 286021-39 Fax: +91 7801 286020 E-mail id: jpv.investor@jalindia.co.in Website: www.jppowerventures.com

Name of the Member (s)	
Registered Address	
E-mail id	
DP ID and Client ID/Folio No.	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1)	Name		Signature
	Address		
	E-mail id		

Or failing him

1)	Name		Signature
	Address		
	E-mail id		

Or failing him

1)	Name		Signature
	Address		
	E-mail id		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Saturday, the **24th September, 2016 at 9.30 A.M.. at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli 486 669 (M.P.)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1	To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2	To appoint a Director in place of Lt.Gen. (Retd.) Shri Ravindra Mohan Chadha (DIN: 02610012) , who retires by rotation and, being eligible, offers himself for re-appointment.
3	To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125) , who retires by rotation and, being eligible, offers himself for re-appointment.
4	To appoint a Director in place of Shri D P Goyal (DIN: 00211541) , who retires by rotation and, being eligible, offers himself for re-appointment.
5	To ratify the appointment of M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) , as Statutory Auditors
Special Business	
6	Ratification of the Remuneration of Cost Auditors, M/s. Kabra & Associates, (Firm Regn no. 0075) of the Company
7	Conversion of Debt into Equity (Special Resolution)
8	To make Investment in Special Purpose Vehicle/Subsidiary Company(ies) (Special Resolution)
9	Re-appointment of Shri Praveen Kumar Singh as Whole-time Director of the Company (Special Resolution)
10	Raising of Funds through Equity/Equity Related Instruments with various domestic / international options, including QIP / ECBs with rights of conversion into equity shares / FCCBs etc. (Special Resolution)

Signed this _____ day of _____, 2016

Signature of Member :

Signature of Proxy holder(s) :

<p>Affix Revenue Stamps of Re.1</p>

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company

ROUTE MAP TO THE AGM VENUE

Jaypee Nigrie Super Thermal Power Plant, Nigrie,
Tehsil: Sarai, Distt. Singrauli-486669
(Madhya Pradesh)

