

**Consolidated Scrutinizer's Report on Remote E-voting and
Voting through polling paper**

To,

The Chairman
23rd Annual General Meeting of
Jaiprakash Power Ventures Limited
Complex of Jaypee Nigrie Super Thermal Power Plant,
Nigrie, Tehsil Sarai, District Singrauli – 486 669
Madhya Pradesh

Sub. : Consolidated Report of the Scrutinizer and Alternate Scrutinizer on Remote E-voting carried out during Tuesday, 25th September, 2018 (9:00 A.M.) to Thursday, 27th September, 2018 (5:00 P.M.) and voting through poll conducted at 23rd Annual General Meeting of Jaiprakash Power Ventures Limited held on Friday, 28th September, 2018 at 10:00 A.M. at the registered office of the Company pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23rd September, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) and Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) were appointed as Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaiprakash Power Ventures Limited ("the Company") for the purpose of:

- (i) Scrutinizing the voting through remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23.09.2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and



(ii) Scrutinizing the voting through poll in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 23rd Annual General Meeting (“AGM”) of the Members of the Company, held on 28th September, 2018 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) at 10:00 A.M., and submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the Resolutions contained in the Notice to the 23rd AGM of the Members of the Company.

2. Our responsibility as a Scrutinizer and Alternate Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to make a Scrutinizer’s report of the votes cast in “Favour” or “Against” the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company and Alankit Assignments Limited (“The RTA”), to provide voting through poll conducted at the 23rd AGM.

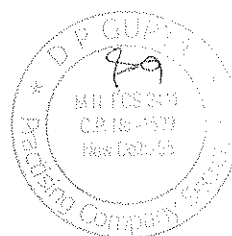
3. Further for the above, we submit our report as under:

(a) In accordance with the notice of the 23rd AGM sent to the Members, the remote e-voting period commenced on Tuesday, 25th September, 2018 at 9:00 A.M. to Thursday, 27th September, 2018 at 5:00 P.M. and was disabled for voting thereafter.

(b) The Members of the Company holding shares as on the “cut-off date” i.e. Friday, 21st September, 2018 were entitled to vote on the resolutions as contained in the Notice of the 23rd Annual General Meeting.

(c) At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of remote e-voting.

(d) Empty ballot box was kept for polling and was locked in our presence with due identification marks placed by us.



(e) After the time fixed for closing of poll by the Chairman, the locked ballot box was subsequently opened in our presence along with the two witnesses, Mr. Rajeev Kumar, R/o F-66, Prashant Vihar, Rohini, Sector-14, Delhi-110085 and Mr. A. K. Chandran, R/o 195, Aravali Apartments, Alaknanda, New Delhi-110019, who are not in the employment of the Company and they have signed below in confirmation of the voting by poll. The poll papers were diligently scrutinized and reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and also with the authorisation/ proxies lodged with the Company.

Rajeev Kumar

Mr. Chandran

Mr. Rajeev Kumar

Mr. A. K. Chandran

(f) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

(g) After counting the votes cast by the Members and proxy holders present at the 23rdAGM, through polling paper, the votes cast through remote e-voting were unblocked on 28th September, 2018 at 12.15 P.M. in the presence of two witnesses, Mr. Rajeev Kumar, R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. A. K. Chandran, R/o 195, Aravali Apartments, Alaknanda, New Delhi-110019, who are not in employment of the Company and they have signed below in confirmation of the remote e-voting being unblocked in their presence.

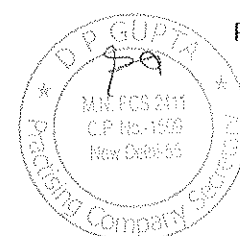
Rajeev Kumar

Mr. Chandran

Mr. Rajeev Kumar

Mr. A. K. Chandran

4. We have issued separate scrutinizer's reports dated 29thSeptember, 2018 on the remote e-voting, voting by poll and combined report (Remote e-voting and voting by Poll) on the resolutions as contained in the Notice of the AGM.
5. Thereafter, as per Rule 20 of the Rules, we submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Poll, stating total votes cast, valid votes, invalid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions (No. & %) as under:-



ITEM 1.

ORDINARY RESOLUTION - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORTS THEREON.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	211	13,41,49,863	5.64%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	306	2,35,55,25,724	98.90%

(ii) Voted **against** of the resolution:

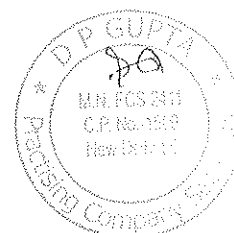
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	2,63,12,333	1.10%
Voting by ballot	-	-	-
Total	18	2,63,12,333	1.10%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 2.

ORDINARY RESOLUTION - RE-APPOINTMENT OF SHRI SUREN JAIN (DIN: 00011026), WHO RETIRES BY ROTATION.



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	197	14,79,84,291	6.22%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	292	2,36,93,60,152	99.48%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	1,24,77,785	0.52%
Voting by ballot	-	-	-
Total	31	1,24,77,785	0.52%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 3.

ORDINARY RESOLUTION - RE-APPOINTMENT OF SHRI PRAVEEN KUMAR SINGH (DIN:00093039), WHO RETIRES BY ROTATION.



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	186	13,38,00,236	5.62%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	281	2,35,51,76,097	98.88%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	42	2,66,59,360	1.12%
Voting by ballot	-	-	-
Total	42	2,66,59,360	1.12%

(iii) **Invalid** votes :

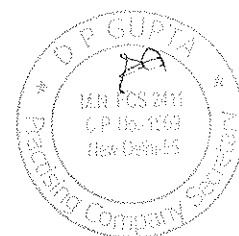
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 4.

ORDINARY RESOLUTION - RATIFICATION OF THE REMUNERATION OF M/S. KABRA & ASSOCIATES, COST AUDITORS, (FIRM REGN. NO. 0075), OF THE COMPANY.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	204	16,01,50,803	6.72%
Voting by ballot	95	2,22,13,75,861	93.27%
Total	299	2,38,15,26,664	99.99%



(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	2,98,743	0.01%
Voting by ballot	-	-	-
Total	23	2,98,743	0.01%

(iii) **Invalid** votes :

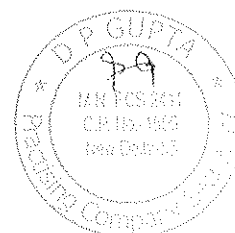
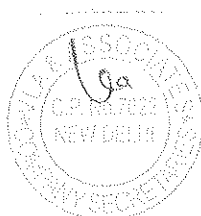
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 5.

SPECIAL RESOLUTION - CONTINUATION OF SHRI B.B. TANDON (DIN 00740511) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	164	13,42,69,093	5.64%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	259	2,35,56,44,954	98.90%



(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	65	2,61,95,599	1.10%
Voting by ballot	-	-	-
Total	65	2,61,95,599	1.10%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 6.

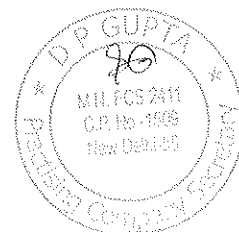
SPECIAL RESOLUTION: CONTINUATION OF SHRI A.K. GOSWAMI (DIN: 02636247) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	161	13,42,72,826	5.64%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	256	2,35,56,48,687	98.90%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	2,61,91,970	1.10%
Voting by ballot	-	-	-
Total	69	2,61,91,970	1.10%



(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 7.

SPECIAL RESOLUTION- CONTINUATION OF SHRI S.S. GUPTA (DIN 02284265) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

(i) **Voted in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	164	14,77,86,713	6.21%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	259	2,36,91,62,574	99.47%

(ii) **Voted against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	62	1,26,71,479	0.53%
Voting by ballot	-	-	-
Total	62	1,26,71,479	0.53%

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-



ITEM 8.**SPECIAL RESOLUTION- CONTINUATION OF DR. J. N. GUPTA (DIN 00397952) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS**(i) Voted **in favour** of the resolution:

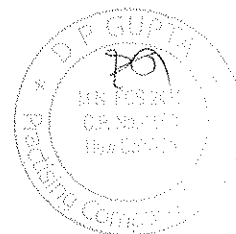
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	165	16,01,60,965	6.73%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	260	2,38,15,36,826	99.99%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	61	2,80,747	0.01%
Voting by ballot	-	-	-
Total	61	2,80,747	0.01%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 9.**SPECIAL RESOLUTION- CONTINUATION OF SHRI K. N. BHANDARI (DIN 00191219) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS**

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	159	14,66,55,659	6.16%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	254	2,36,80,31,520	99.42%

(ii) Voted **against** of the resolution:

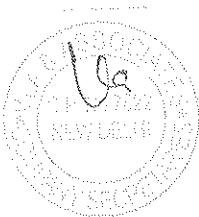
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	66	1,37,67,987	0.58%
Voting by ballot	-	-	-
Total	66	1,37,67,987	0.58%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 10.

SPECIAL RESOLUTION- CONTINUATION OF LT. GEN (RETD.) SHRI RAVINDRA MOHAN CHADHA (DIN 02610012) AS AN NON-EXECUTIVE NON-INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	158	13,35,39,310	5.61%
Voting by ballot	95	2,22,13,75,861	93.27%
Total	253	2,35,49,15,171	98.88%

(ii) Voted **against** of the resolution:

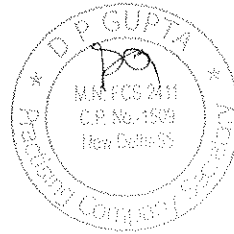
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	68	2,67,19,909	1.12%
Voting by ballot	-	-	-
Total	68	2,67,19,909	1.12%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 11.

SPECIAL RESOLUTION - APPROVAL OF REMUNERATION PAID TO SHRI PRAVEEN KUMAR SINGH, WHOLE-TIME DIRECTOR DURING FY 2013-14, FY 2015-16 AND FY 2016-17 (UPTO 9TH FEBRUARY, 2017)



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	165	14,61,64,793	6.14%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	260	2,36,75,40,654	99.40%

(ii) Voted **against** of the resolution:

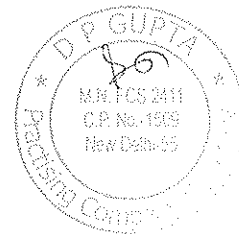
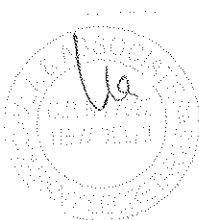
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	57	1,42,78,032	0.60%
Voting by ballot	-	-	-
Total	57	1,42,78,032	0.60%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 12.

SPECIAL RESOLUTION- APPROVAL OF REMUNERATION PAID TO SHRI SUREN JAIN, MANAGING DIRECTOR & CFO DURING FY 2013-14, FY 2015-16, FY 2016-17 AND FY 2017-18 (UPTO 11TH JANUARY, 2018)



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	176	14,62,53,256	6.14%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	271	2,36,76,29,117	99.40%

(ii) Voted **against** of the resolution:

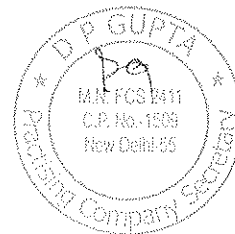
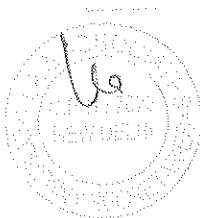
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	52	1,42,07,040	0.60%
Voting by ballot	-	-	-
Total	52	1,42,07,040	0.60%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 13.

ORDINARY RESOLUTION - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	205	16,03,95,720	6.73%
Voting by ballot	95	2,22,13,75,861	93.27%
Total	300	2,38,17,71,581	100.00%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	56,576	0.00%*
Voting by ballot	-	-	-
Total	23	56,576	0.00%*

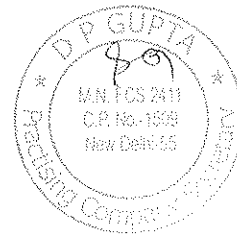
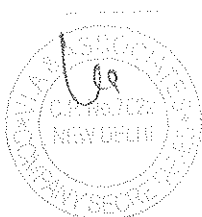
* Percentage of votes cast against the Resolution are negligible

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 14.

SPECIAL RESOLUTION- APPROVAL FOR CONVERSION OF LOANS BY LENDERS INTO 0.01% CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) PURSUANT TO IMPLEMENTATION OF RBI CIRCULAR ON RESOLUTION OF STRESSED ASSETS - REVISED FRAMEWORK



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	208	16,04,07,809	6.73%
Voting by ballot	95	2,22,13,75,861	93.27%
Total	303	2,38,17,83,670	100.00%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	46,420	0.00%*
Voting by ballot	-	-	-
Total	18	46,420	0.00%*

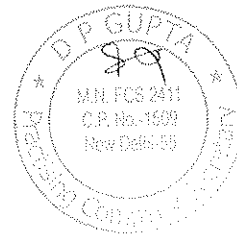
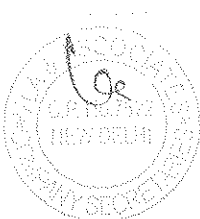
* Percentage of votes cast against the Resolution are negligible

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 15.

SPECIAL RESOLUTION - APPROVAL FOR OFFER AND ISSUE OF EQUITY SHARES OF FACE VALUE OF RUPEE TEN EACH BY THE COMPANY ON PREFERENTIAL BASIS TO PARTY(IES)



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	208	16,04,30,426	6.74%
Voting by ballot	95	2,22,13,75,861	93.26%
Total	303	2,38,18,06,287	100.00%

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	34,370	0.00%*
Voting by ballot	-	-	-
Total	22	34,370	0.00%*

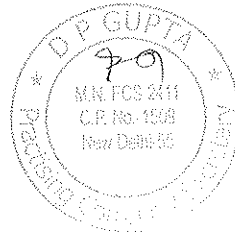
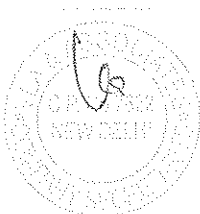
* Percentage of votes cast against the Resolution are negligible

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

ITEM 16.

SPECIAL RESOLUTION- AMENDMENT OF THE EXISTING TERMS AND CONDITIONS OF THE US\$ 200,000,000 5% FOREIGN CURRENCY CONVERTIBLE BONDS ("FCCBS") ISSUED BY THE COMPANY



(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	206	16,00,45,370	6.72%
Voting by ballot	95	222,13,75,861	93.26%
Total	301	2,38,14,21,231	99.98%

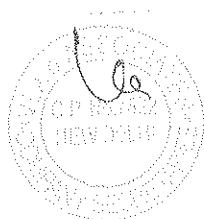
(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	4,18,416	0.02%
Voting by ballot	-	-	-
Total	23	4,18,416	0.02%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

6. The report has been issued at the request of the Company for submission to the Stock Exchanges, to be placed on the website of the Company and website of the RTA. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.



The relevant records relating to the poll including remote e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 23rdAGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

**Thanking You,
Yours faithfully**

Vishal Aggarwal

CS Vishal Lochan Aggarwal
(Alternate Scrutinizer)
C.P. No. 7622
Membership No. FCS 7241



D.P. Gupta

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

Date: 29th September, 2018

Countersigned by the Chairman of the meeting

S. K. Sharma

(Sunil Kumar Sharma)
Vice Chairman & CEO
DIN: 00008125]