

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

To,

The Chairman  
24<sup>th</sup>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, 17<sup>th</sup> September, 2019 (9:00 A.M.) to Thursday, 19<sup>th</sup> September, 2019 (5:00 P.M.) and voting through poll conducted at 24<sup>th</sup>Annual General Meeting of Jaiprakash Power Ventures Limited held on Friday, 20<sup>th</sup> September, 2019 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 ("Rules") 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 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 24<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company, held on 20<sup>th</sup> September, 2019 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 24<sup>th</sup> 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 24<sup>th</sup>AGM.

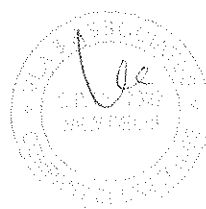
3. Further for the above, we submit our report as under:

(a) In accordance with the notice of the 24<sup>th</sup>AGM sent to the Members, the remote e-voting period commenced on Tuesday, 17<sup>th</sup> September, 2019 at 9:00 A.M. to Thursday, 19<sup>th</sup> September, 2019 at 5:00 P.M. and was disabled for voting thereafter.

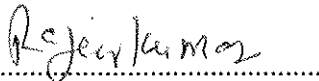
(b) The Members of the Company holding shares as on the “cut-off date” i.e. Friday, 13<sup>th</sup> September, 2019 were entitled to vote on the resolutions as contained in the Notice of the 24<sup>th</sup>Annual General Meeting.

(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.

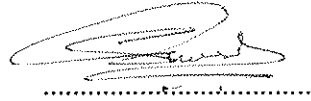
(d) Empty polling box was kept for polling and was locked in our presence with due identification marks placed by us.



(e) After the time fixed for closing of poll by the Chairman, the locked polling 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. Sandeep Vasudeva R/o T-28 -A, Gali No. 2, Shukkar Bazar, Uttam Nagar (West), Delhi-110059, 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.

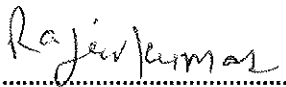


Mr. Rajeev Kumar

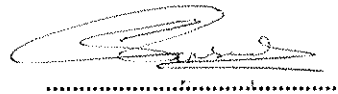


Mr. Sandeep Vasudeva

(f) After counting the votes cast by the Members and proxy holders present at the 24<sup>th</sup>AGM, through polling paper, the votes cast through remote e-voting were unblocked on 20<sup>th</sup>September, 2019 at 11.30 a.m.. in the presence of two witnesses, Mr. Rajeev Kumar, R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. Sandeep Vasudeva R/o T-28 -A, Gali No. 2, Shukkar Bazar, Uttam Nagar (West), Delhi-110059, 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.

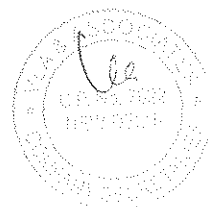


Mr. Rajeev Kumar



Mr. Sandeep Vasudeva

4. We have issued separate scrutinizer's reports dated 21<sup>st</sup> September, 2019 on the remote e-voting, voting by poll and consolidated 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 31<sup>ST</sup> MARCH, 2019, AUDITORS REPORT THEREON TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS.**

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

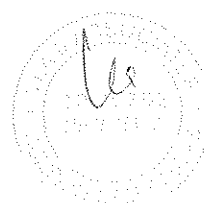
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	137	104,674,261	85.26 %
Voting by poll	99	2,260,647,148	100.00 %
Total	236	2,365,321,409	99.24 %

(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	12	18,091,081	14.74 %
Voting by poll	-	-	0.00 %
Total	12	18,091,081	0.76 %

(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 SUNIL KUMAR SHARMA (DIN: 00008125), WHO RETIRES BY ROTATION.**

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

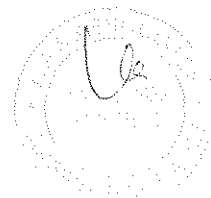
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	116	104,457,004	85.08 %
Voting by poll	99	2,260,647,148	100.00 %
Total	215	2,365,104,152	99.23 %

(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	34	18,313,338	14.92 %
Voting by poll	-	-	0.00 %
Total	34	18,313,338	0.77 %

(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 LT. GEN. SHRI RAVINDRA MOHAN CHADHA (RETD.) (DIN: 02610012), WHO RETIRES BY ROTATION.**

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

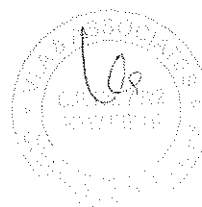
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	117	104,477,696	85.10 %
Voting by poll	99	2,260,647,148	100.00 %
Total	216	2,365,124,844	99.23 %

(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	33	18,292,646	14.90 %
Voting by poll	-	-	0.00 %
Total	33	18,292,646	0.77 %

(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 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:

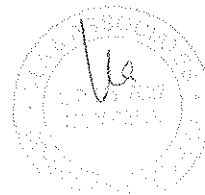
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	137	122,726,270	99.96 %
Voting by poll	99	2,260,647,148	100.00 %
Total	236	2,383,373,418	100.00 %

(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	13	44,072	0.04 %
Voting by poll	-	-	0.00 %
Total	13	44,072	0.00 %

(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 5.**

**SPECIAL RESOLUTION- APPOINTMENT OF SHRI SUREN JAIN (DIN: 00011026) AS MANAGING DIRECTOR & CEO OF THE COMPANY.**

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

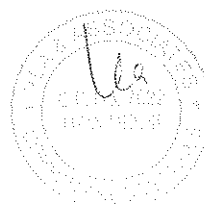
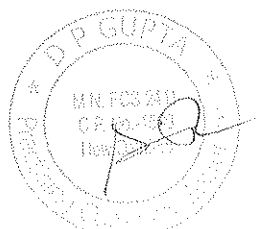
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	132	122,727,301	99.96 %
Voting by poll	98	2,260,576,048	100.00 %
Total	230	2,383,303,349	100.00 %

(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	43,041	0.04 %
Voting by poll	-	-	0.00 %
Total	18	43,041	0.00 %

(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- RE-APPOINTMENT OF SHRI PRAVEEN KUMAR SINGH (DIN: 00093039) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

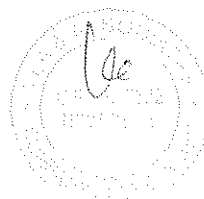
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	121	114,159,376	92.99 %
Voting by poll	99	2,260,647,148	100.00 %
Total	220	2,374,806,524	99.64 %

(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	28	8,610,906	7.01 %
Voting by poll	-	-	0.00 %
Total	28	8,610,906	0.36 %

(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 SHAM LAL MOHAN (DIN: 00028126)  
AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS**

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

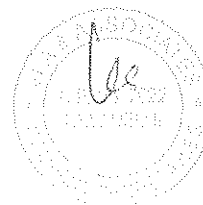
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	118	121,548,219	99.00 %
Voting by poll	99	2,260,647,148	100.00 %
Total	217	2,382,195,367	99.95 %

(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	32	1,222,123	1.00 %
Voting by poll	-	-	0.00 %
Total	32	1,222,123	0.05 %

(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 SHRI R.N. BHARDWAJ (DIN: 01571764)AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS.**

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

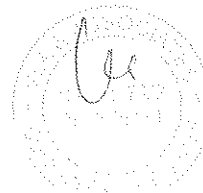
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	109	103,311,364	84.15 %
Voting by poll	99	2,260,647,148	100.00 %
Total	208	2,363,958,512	99.18 %

(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	41	19,458,978	15.85 %
Voting by poll	-	-	0.00 %
Total	41	19,458,978	0.82 %

(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-CONVERSION OF LOANS BY LENDERS INTO 0.01% CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) PURSUANT TO IMPLEMENTATION OF DEBT RESTRUCTURING/ RESOLUTION PLAN.**

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

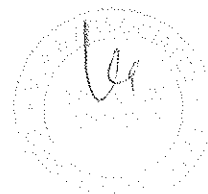
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	133	122,738,033	99.97 %
Voting by poll	99	2,260,647,148	100.00 %
Total	232	2,383,385,181	100.00%

(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	17	32,309	0.03 %
Voting by poll	-	-	0.00 %
Total	17	32,309	0.00 %

(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- OFFER AND ISSUE OF EQUITY SHARES OF FACE VALUE OF RUPEE TEN EACH BY THE COMPANY ON PREFERENTIAL BASIS TO UNSECURED CREDITOR(S).**

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

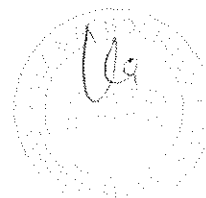
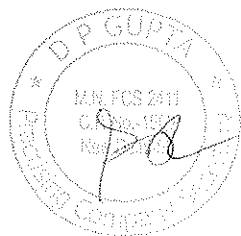
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	128	122,728,326	99.99 %
Voting by poll	99	2,260,647,148	100.00 %
Total	227	2,383,375,474	100.00 %

(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	19	18,316	0.01 %
Voting by poll	-	-	0.00 %
Total	19	18,316	0.00 %

(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- 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:

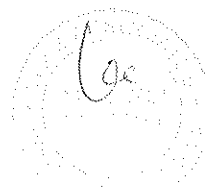
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	131	122,729,783	99.97 %
Voting by poll	99	2,260,647,148	100.00 %
Total	230	2,383,376,931	100.00 %

(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	35,559	0.03 %
Voting by poll	-	-	0.00 %
Total	18	35,559	0.00 %

(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- OFFER AND ISSUE OF CUMULATIVE REDEEMABLE PREFERENCE SHARES (CRPS) FOR AN AMOUNT OF RS. 12.02 CRORE TO CANARA BANK.**

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

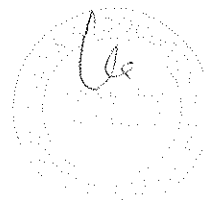
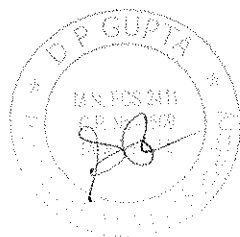
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	129	122,729,006	99.97 %
Voting by poll	99	2,260,647,148	100.00 %
Total	228	2,383,376,154	100.00 %

(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	20	36,336	0.03 %
Voting by poll	-	-	0.00 %
Total	20	36,336	0.00 %

(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.**

**SPECIAL RESOLUTION- ISSUANCE OF SUITABLE LONG TERM INSTRUMENT / NON CONVERTIBLE DEBENTURES (NCDs) OF AN AGGREGATE NOMINAL VALUE UP TO 25.00 CRORE ON PRIVATE PLACEMENT BASIS TO CORPORATION BANK.**

(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	134	122,738,818	99.98 %
Voting by poll	99	2,260,647,148	100.00 %
Total	233	2,383,385,966	100.00 %

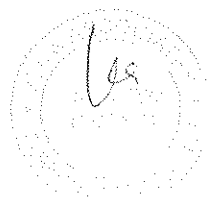
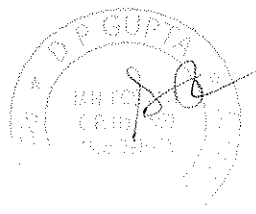
(ii) Voted **against** of the resolution:

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	14	26,523	0.02 %
Voting by poll	-	-	0.00 %
Total	14	26,523	0.00 %

(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.



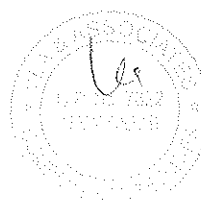
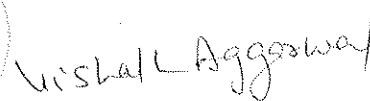


The relevant records relating to the poll including remote e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 24<sup>th</sup> AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

**Thanking You,  
Yours faithfully**



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



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

Date: 21<sup>st</sup> September, 2019

Countersigned by the Chairman of the meeting



**(Manoj Gaur)**  
[DIN: 00008480]