

Ref: JPVL:SEC:2019

21st September, 2019

The Manager
Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai -400 051

BSE Limited
25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 532627

Scrip Code: JPPOWER

Sub:- Proceedings of 24th Annual General Meeting of the Members of the Company

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Summary of Proceedings of the 24th AGM, held on Friday, 20th September, 2019 as **Annexure-I**.

This is for your information and records.

Thanking you,

Yours faithfully,

For JAIPRAKASH POWER VENTURES LIMITED

(A.K. Rastogi)
Joint President & Company Secretary

Encl: As above

JAIPRAKASH POWER VENTURES LIMITED

CIN: L40101MP1994PLC042920

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

Phone: +91 (7801) 286021-39; **Fax:** +91 (7801) 286020

Corporate Office: 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi- 110057

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

SUMMARY OF PROCEEDINGS OF 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 20TH SEPTEMBER, 2019 PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. 24th Annual General Meeting of the Members of the Company was held on Friday, 20th September, 2019 at 10:00 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 Ordinary and Special Businesses contained in the Notice dated 8th August, 2019 of Annual General Meeting.
2. In terms of Article 68 of the Articles of Association of the Company, Shri Manoj Gaur , Chairman chaired the meeting.
3. The Chairman introduced the Directors on the dais and informed the names of Directors who could not attend the AGM and reasons thereof.
4. He also confirmed the presence of Secretarial Auditor and Authorised Representative of the Statutory Auditors. He stated that the Chairman of Nomination and Remuneration Committee and Audit Committee could not attend the meeting due to pre-occupation. However, member of the Audit Committee, the Nomination & Remuneration Committee and Chairman of the Stakeholders' Relationship Committee were present at the meeting.
5. The Chairman then informed that Register of Directors and Key Managerial Personnel and their Shareholding, Proxy Registers and other document as statutorily required were available for inspection of members.
6. With the permission of Members, the Notice convening the AGM, Directors' Report and Financial Statements having been circulated, were taken as read.
7. The Company Secretary read out the Auditors Report on Standalone and Consolidated Financial Statement of the Company and stated that explanation on qualifications & observations made by Auditors in their Report has been explained in the Directors' Report and there was no qualification and observation in the Secretarial Audit Report.

8. The Chairman then delivered his speech.
9. The Chairman informed that as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided to the members remote e-voting facility of casting of votes using electronic voting system on the resolutions contained in the Notice of Annual General Meeting.
10. Company Secretary then apprised the member that the Company had offered remote e-voting facility to the shareholders at the NSDL platform from 17th September, 2019 (9:00 A.M.) to 19th September, 2019 (5:00 P.M.). He then informed about details of the procedure relating to voting through ballot paper. It was informed that those shareholders who had cast their votes through e-voting can not vote again, as the votes exercised through remote e-voting would prevail.
11. It was informed that the Board of Directors had appointed **Shri D.P. Gupta, Practicing Company Secretary as the Scrutinizer and Shri Vishal Lochan Aggarwal, Practicing Company Secretary as an Alternate Scrutinizer**, to scrutinize the voting through remote e-voting and Poll process (through ballot paper) in a fair and transparent manner.
12. The Chairman informed the objectives and implications of following items of business to be transacted at the AGM:

Item No.	Business item	Type of Resolution
1	Adoption of Audited Standalone and Consolidated Financial Statement for the year ended 31 st March, 2019 the Auditors Reports thereon and Directors Report,	Ordinary Resolution
2	Re-appointment of Shri Sunil Kumar Sharma (DIN:00008125) , who retires by rotation and is eligible for re-appointment,	Ordinary Resolution
3	Re-appointment of Lt. Gen. Shri Ravindra Mohan Chadha (Retd.) (DIN 02610012) , who retires by rotation and is eligible for re-appointment,	Ordinary Resolution
4	Ratification of the remuneration of M/s. Kabra & Associates, Cost Auditors, (Firm Regn. No. 0075) , of the Company	Ordinary Resolution
5	Appointment of Shri Suren Jain (DIN 00011026) as Managing Director and CEO of the Company for a period of 5 years and to approve remuneration for a period of 3 years,	Special Resolution

6	Re-appointment of Shri Praveen Kumar Singh (DIN: 00093039) as Whole Time Director of the Company for a period of 5 years and approval of remuneration for a period of 3 years,	Special Resolution
7	Continuation of Shri Sham Lal Mohan (DIN 00028126) as an Independent Director during his present term beyond the age of 75 years as per SEBI Regulations,	Special Resolution
8	Continuation of Shri R. N. Bhardwaj (DIN 01571764) as an Independent Director during his present term beyond the age of 75 years as per SEBI Regulations,	Special Resolution
9	Conversion of loans by lenders into 0.01% Cumulative Compulsory Convertible Preference Shares(CCPs) pursuant to implementation of Debt Restructuring / Resolution Plan.	Special Resolution
10	Offer and issue of Equity Shares of face value of Rupee Ten each by the company on preferential basis to Party(ies)	Special Resolution
11	Amendment of the existing terms and conditions of the US\$ 200,000,000 5% Foreign Currency Convertible Bonds ("FCCBs") issued by the Company	Special Resolution
12	Offer and issue of Cumulative Redeemable Preference Shares for an amount of Rs. 12.02 Crore to Canara Bank	Special Resolution
13	Issuance of Long Term Instrument / Non convertible Debentures (NCD) of an amount of Rs. 25.00 Crore to Corporation Bank	Special Resolution

13. Thereafter, Shri Manoj Gaur, Chairman of the meeting requested the member for a voting by poll on all the Resolutions mentioned in the Notice. Accordingly, the poll was conducted and the Members were given the opportunity to cast their votes on poll.
14. It was informed that counting of the votes and verification of polling papers would take some time as such the result of poll would be declared by the Chairman within forty eight hours of the meeting. The voting results along with the Consolidated Scrutinizer's Report would be sent to the stock exchanges and NSDL and posted on Company's website www.jppowerventures.com and Notice Board of the Company, along with the Report of the Scrutinizers. The result shall also be posted at NSDL's website and the same shall be intimated to NSE &

BSE also. The resolutions thus passed shall be deemed to be passed at this AGM on 20th September, 2019 itself.

15. The Chairman then invited shareholders to raise their queries, if any, and seek clarifications which were responded by him.
16. The meeting was concluded at **12:30 P.M.** with a vote of thanks to the Chair.
17. It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act 2013, the rules notified there under and Secretarial Standards issued by ICSI.

For JAIPRAKASH POWER VENTURES LIMITED



(ANIL KUMAR RASTOGI)

JOINT PRESIDENT AND COMPANY SECRETARY

FCS : 1748