

Company Secretary

Mahesh Chaturvedi
 Additional G.M. & Company Secretary (w.e.f. 26.5.2020)

Chief Financial Officer

R. K. Porwal
 Joint President (F&A) and CFO (w.e.f. 27.1.2020)

Statutory Auditors

M/s. Lodha & Co.,
 Chartered Accountants, New Delhi

Internal Auditors

M/s. R. Nagpal Associates,
 Chartered Accountants, New Delhi

Secretarial Auditors

M/s SGS Associates,
 Practicing Company Secretaries, New Delhi

Cost Auditors

M/s Kabra & Associates,
 Cost Accountants, Delhi

Registrar & Transfer Agents

Alankit Assignments Limited
 Alankit House, 4E/2 Jhandewalan
 Extension New Delhi 110 055
Phone: +91 11 42541234, 23541234
Fax: +91 11 23552001

Website: www.alankit.com; **E-mail:** info@alankit.com

Bankers/Lenders

Allahabad Bank (Since merged with Indian Bank)
 Bank of Baroda
 Bank of Maharashtra
 Canara Bank
 Central Bank of India
 Corporation Bank (Since merged with Union Bank of India)
 Dena Bank (Since merged with Bank of Baroda)
 ICICI Bank Ltd
 IDBI Bank Ltd
 Edelweiss Asset Reconstruction Company Ltd
 Indian Overseas Bank
 Jammu & Kashmir Bank Ltd
 Life Insurance Corporation of India
 Oriental Bank of Commerce
 (Since merged with Punjab National Bank)
 Punjab National Bank
 SREI Equipment Finance Pvt. Ltd
 State Bank of India
 Syndicate Bank (Since merged with Canara Bank)
 UCO Bank
 Union Bank of India
 United Bank of India
 (Since merged with Punjab National Bank)

Registered Office

Jaiprakash Power Ventures Limited
CIN: L40101MP1994PLC042920
 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

Board of Directors

Manoj Gaur, Chairman
 Sunil Kumar Sharma, Vice Chairman
 Suren Jain, Managing Director & CEO
 R. N. Bhardwaj
 A. K. Goswami
 S.S. Gupta
 K. N. Bhandari
 J. N. Gupta
 S. L. Mohan
 K. P. Rau
 B.B.Tandon (till 17.7.2019)
 Jagmohan Garg (w.e.f. 16.10.2019)
 Ramakrishna Eda (IDBI Nominee)
 Ravindra Mohan Chadha
 Sunita Joshi
 Praveen Kumar Singh, Whole-time Director
 M. K. V. Rama Rao, Whole-time Director (till 8.12.2019)
 Jyoti Kumar Agarwal (w.e.f. 26.5.2020)
 Binata Sengupta (w.e.f. 2.7.2020)
 Vandana R. Singh (w.e.f. 27.7.2020)
 Anupam Lal Das (w.e.f. 28.7.2020)

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Corporate Office

'JA House', 63, Basant Lok, Vasant Vihar, New Delhi 110057
Phone: +91 11 49828500
Fax: +91 11 26145389
Website & E-mail Address
 www.jppowerventures.com
 jpvl.investor@jalindia.co.in

JAIPRAKASH POWER VENTURES LIMITED

CIN : L40101MP1994PLC042920

Registered Office: Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, Distt. 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

Phone : +91 (011) 49828564/49828500 Fax: +91 (11) 26145389

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Friday, 25th September, 2020** at **11.00 A.M.** through Video Conferencing (VC)/Other Audio Video Conferencing (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020, Auditors Report thereon together with the Report of the Board of Directors and in this regard to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, Auditors Report thereon and the report of Board of Directors as laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Shri Manoj Gaur (DIN : 00008480), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Manoj Gaur (DIN: 00008480), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Ms. Sunita Joshi (DIN : 00025720), who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Ms. Sunita Joshi (DIN : 00025720), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditors:**

To ratify the remuneration of Cost Auditors for the Financial Year ending 31st March, 2021 and in this regard, to pass the following Resolution as **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions 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 modifications or re-enactments there of from time to time being in force), the remuneration of Rs. 1,50,000/- (Rupees One lakh fifty thousand only) exclusive of applicable Tax/GST and out-of-pocket expenses, payable to M/s. Kabra & Associates, Cost Accountants (Firm Registration Number 0075) appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company, relating to Power Generation and for Cement Grinding Unit, for the Financial Year 2020-21 be and is hereby approved and ratified."

5. **Appointment of Shri Jagmohan Garg as an Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Shri Jagmohan Garg (DIN: 00364981), Additional Director (Independent Director) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of his appointment

by the Board i.e. from 16th October, 2019 and whose period of office shall not be liable to retire by rotation.”

“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 maybe deemed necessary, proper and expedient to implement this Resolution.”

6. **Appointment of Shri Jyoti Kumar Agarwal as Non-Executive Non-Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of section 152 and 160 of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, Shri Jyoti Kumar Agarwal (DIN: 01911652) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company under section 161(1) of the Companies Act, 2013 with effect from 26th May, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Director, and who holds office as such up to the date of this Annual General Meeting, and who has consented in writing to act as a Director of the company, be and is hereby appointed as a Non-Executive Director of the company office of which shall be liable to retire by rotation.”

“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 maybe deemed necessary, proper and expedient to implement this Resolution.”

7. **Appointment of Smt. Binata Sengupta as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Smt. Binata Sengupta (DIN: 08779205), Additional Director (Independent Director) of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive

years with effect from the date of allotment of Director Identification Number (DIN) to her by the Ministry of Corporate Affairs i.e. from 2nd July, 2020 and whose period of office shall not be liable to retire by rotation.”

8. **Appointment of Dr. Vandana R. Singh as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Dr. Vandana R. Singh (DIN: 03556920), Additional Director (Independent Director) of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of approval of her appointment by the Board i.e. from 27th July, 2020 and whose period of office shall not be liable to retire by rotation.”

“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 maybe deemed necessary, proper and expedient to implement this Resolution.”

9. **Appointment of Shri Anupam Lal Das as an Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Shri Anupam Lal Das (DIN: 08812375), Additional Director (Independent Director) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from the date of allotment of Director Identification Number (DIN) to him by the Ministry of Corporate Affairs i.e. from 28th July, 2020 and whose period of office shall not be liable to retire by rotation.”

“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.”

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

(**Maresh Chaturvedi**)
Additional G.M.& Company Secretary
(Membership No. FCS-3188)

Place: New Delhi
Date: 27th July, 2020

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business (Item No. 4 to 9) to be transacted at the Annual General Meeting (“AGM”) is annexed hereto, which are considered unavoidable by Board of Directors.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and SEBI circular dated 10th May 2020 (SEBI Circular) permitted the holding of the “AGM” through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 25th AGM shall be registered office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting and voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum of 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 19th day of September, 2020 to Friday, the 25th day of September, 2020 (both days inclusive).
7. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting by email to jpvl.investor@jalindia.co.in.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL/ NSDL (“Depositories”). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.jpmpowerventures.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
9. Those Members holding shares in physical form, whose email addresses are not registered with the Company, may register their email address by sending, scanned copy of a signed request letter mentioning name, folio number and complete address, self attested scanned copy of the PAN Card; and self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to jpvl.investor@jalindia.co.in. Members holding shares in demat form can update their email address with their Depository Participant
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

12. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
13. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
14. (a) SEBI vide notification dated 8th June, 2018 has mandated that except in case of transmission or transposition of securities, request for effecting transfer of shares of a listed company shall not be processed unless the shares are held in dematerialized form with the depository.
(b) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings.
(c) SEBI had further mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 and has advised that the shareholders holding shares in physical form and whose ledger folios do not have/ have incomplete details with regard to PAN and bank particulars, must compulsorily furnish the requisite details to the Company/Registrar and Transfer Agents (RTA). Accordingly 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 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 any change in address or bank details to their respective Depository Participants.
15. The members who have cast their vote by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.
16. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	22nd September, 2020 9.00 a.m.
End of remote e-voting	24th September, 2020 5.00 p.m.

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020 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.

17. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which

dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 31st October, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://jppowerventures.com/wp-content/uploads/2018/07/JPVL_Consolidated-List-of-shares_trf-to-IEPF_Final.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Alankit Assignment Limited, 4E/2, Jhandewalan Extension, Delhi - 110055 for lodging claim for refund of shares and / or dividend from the IEPF Authority.
18. Members willing to raise their queries with regard to Financial Statement or any other Agenda items of AGM are requested to send email from their registered email address, mentioning Name, DP ID and Client ID/Folio Number and mobile number to reach at jpv.investor@jalindia.co.in till 3:00 p.m. of 22nd September, 2020 (Three days in advance). Five queries on first come basis shall be answered at the AGM. Remaining unanswered queries shall be appropriately responded to at the earliest post AGM.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. jpv.investor@jalindia.co.in. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
20. 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 voting 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.

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on Tuesday, 22nd September, 2020 at 9.00 a.m. and ends on Thursday, 24th September, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

date of Friday, 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on "Shareholders" module.
5. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (5).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Shareholders holding shares in physical form will then

directly reach the Company selection screen. However, shareholders 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.

11. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the Jaiprakash Power Ventures Limited on which you choose to vote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders/viewers/Attendee to download the software/app of cisco WebEx in advance & ready to connect fast for meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

E. NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals,

HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jpvl.investor@jalindia.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738/022-23058542/43.

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 Special Business mentioned in the accompanying Notice:

Item No. 4

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 Cement Grinding Unit.

M/s. Kabra & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2020-21 by the Board of Directors, in its meeting held on 26th May, 2020, on the recommendation of the Audit Committee. The Board has fixed remuneration of Rs. 1,50,000/- (Rupees One lakh fifty thousand only) exclusive of applicable Tax/GST 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 is required to be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are 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. 5

Shri Jagmohan Garg (DIN : 00364981), aged 70 years, is Post Graduate in Physics with specialization in electronics and solid state physics and an Associate of Institute of Bankers, Mumbai.

He has served as an Executive Director of Punjab National Bank and Chairman of Corporation Bank. He has also served as Vigilance Commissioner of Central Vigilance Commission, New Delhi.

Shri Garg has 38 years of experience of Banking & Finance and is presently working as Management and Finance Consultant.

In the opinion of the Board, Shri Jagmohan Garg fulfills the conditions specified in the Companies Act, 2013, the Rules made there under and the Listing Agreement entered into with the Stock Exchanges for being appointed as an Independent Director. The Company has received from Shri Jagmohan Garg declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Shri Jagmohan Garg as an Independent Director, setting out the terms and conditions, electronically at the website of the Company at www.jppowerventures.com

Except Shri Jagmohan Garg, 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.

Shri Jagmohan Garg does not hold any Equity Share in his own name or in the name of any other person on a beneficial basis. The Board considers that he is a person of integrity and possesses relevant expertise and experience which would be of immense benefit to the Company. Accordingly, the Board

commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 6

Shri Jyoti Kumar Agarwal, aged about 46 years is a graduate in Commerce from St. Xavier's College, Calcutta and also a qualified Chartered Accountant, where he secured all-India 35th rank. He has also completed his MBA from IIM, Calcutta where he was placed in the Honour Roll for securing 4th rank in addition to being a CFA charterholder from the CFA Institute, USA.

Jyoti Kumar Agarwal is the Director – Finance of JSW Energy Ltd., a listed independent power producer with market capitalisation of ~ USD 1.5 bn. He has over 20 years of rich and varied professional experience across Corporate Finance & Strategy, M&A, Banking, Investment Management, Consulting, Treasury, Accounting, Tax, Secretarial & Compliance functions, having worked with reputed Indian and multinational corporations. He has also worked with Standard Chartered Bank, Credit Suisse, Deutsche Bank, Franklin Templeton, BCG, Raymond Ltd in different roles in addition to BPCL where he started his career as Senior Accounts Officer in December, 1998.

Jyoti Kumar Agarwal joined JSW Energy Ltd. as the Chief Financial Officer from 1st of February, 2017 and was appointed to the Board with effect from 11th of August, 2017. Earlier, he has worked with JSW Steel Ltd. as Vice President (F&A) heading the Corporate Finance, M&A, Working Capital and Treasury functions.

Except Shri Jyoti Kumar Agarwal, 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.

Shri Jyoti Kumar Agarwal does not hold any Equity Share in his own name or in the name of any other person on a beneficial basis. The Board considers that he is an eminent professional having exposed to diverse fields of corporate affairs, his association with the Company would be of great help. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 7

Smt. Binata Sengupta (DIN: 08779205), aged 62 years, is Post Graduate in History from Delhi University.

Smt. Binata Sengupta is ex-banker and retired as General Manager from Bank of India in 2018. She Joined the bank in 1983 as Probationary Officer in Odisha – first direct recruit lady officer of the bank in Odisha. She has headed consecutively two zones of the bank – Kolkata and New Delhi with over 100 branches in each. She had been actively involved in interaction with RBI on the matters concerning cash management, customer service and financial inclusion schemes of Government of India on behalf of the bank. She has participated in Monitoring meetings of National Commission

of SC and ST. During her tenure, she has conducted internal audit of European branches of the bank.

Smt. Sengupta had opportunity to attend skill and knowledge development programmes at XLRI, Jamshedpur and NIBM, Pune. Presently, Smt. Sengupta is heading IBPS interviewing panels which she was heading while in service. She has participated as External Expert in internal Interview panels of several PSU Banks.

In the opinion of the Board, Smt. Sengupta fulfills the conditions specified in the Companies Act, 2013, the Rules made there under and the Listing Agreement entered into with the Stock Exchanges for being appointed as an Independent Director. The Company has received from Smt. Binata Sengupta a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

Smt. Binata Sengupta does not hold directorship in any other Company.

The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Smt. Binata Sengupta as an Independent Director, setting out the terms and conditions, electronically at the website of the Company at www.jppowerventures.com

Except Smt. Binata Sengupta, 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.

Smt. Sengupta does not hold any Equity Share in her own name or in the name of any other person on a beneficial basis. The Board considers that she is expert in finance & banking and possesses relevant expertise and experience which would be of immense benefit to the Company. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 8

Dr. Vandana R. Singh (DIN : 03556920), aged around 60 years, is Ph.D. in English Literature on Indian Writings in English (1993) and has been associated with the CSR activities of Schoolnet India Limited, formerly IL&FS Education and Technology Services Limited with special focus on early childhood education and digital literacy and life skills. She has been involved in the area of education technology and digital transformation of educational institutions. She has been conferred the Award of Recognition for Outstanding Contribution to Literature by the Chandigarh Sahitya Akademi. She has been associated with UN organizations including WHO, FAO, UNESCO & UNDP. Others include ICSSR, NIOS and NCERT. She has skill, experience and knowledge in general management and administration

In the opinion of the Board, Dr. Vandana R. Singh fulfills the conditions specified in the Companies Act, 2013, the Rules

made there under and the Listing Agreement entered into with the Stock Exchanges for being appointed as an Independent Director. The Company has received from Dr. Vandana R. Singh a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

Dr. Vandana R. Singh does not hold directorship in any other company.

The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Dr. Vandana R. Singh as an Additional Independent Director, setting out the terms and conditions, electronically at the website of the Company at www.jppowerventures.com

Except Dr. Vandana R. 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.

Dr. Vandana R. Singh does not hold any Equity Share in her own name or in the name of any other person on a beneficial basis. The Board considers that she being a digital literate with strong academics and having ample experience in management & administration, which would be of immense benefit to the Company. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

Item No. 9

Shri Anupam Lal Das (DIN : 08812375), aged around 49 years, is Sr. Advocate, Supreme Court of India. He has been in practice since last 24 years. During his tenure, in the Supreme Court he represented Central Government, the State of Goa and had been a Special Counsel for the Anti-Corruption Bureau, Government of Maharashtra. He has argued for Government Coal companies. He had been exposed to many cases on diverse subjects viz. Mining Laws, Service Laws, SARFAESI Act, Industrial & Commercial Laws, Arbitration, Cyber Laws, Original & Appellate side Civil, Commercial & Criminal litigation, Environment Laws and PILs. He successfully defended the first criminal case registered in under Section 66 of the Information Technology Act, 2000. Internationally, he has handled "letters of request" under the Hague Convention, 1870 for executing a commission to take evidence for a New Jersey Court.

In the opinion of the Board, Shri Anupam Lal Das fulfills the conditions specified in the Companies Act, 2013, the Rules made there under and the Listing Agreement entered into with the Stock Exchanges for being appointed as an Independent Director. The Company has received from Shri Anupam Lal Das a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Anupam Lal Das does not hold directorship in any other Company.

The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Shri Anupam Lal Das as an Additional Independent Director, setting out the terms and conditions, electronically at the website of the Company at www.jppowerventures.com

Except Shri Anupam Lal Das, 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.

Shri Anupam Lal Das does not hold any Equity Share in her own name or in the name of any other person on a beneficial basis. The Board considers that his association with the Company would strengthen board deliberations on regulatory matters and those relating to corporate affairs. Accordingly, the Board commends the Resolution for approval of the members as an Ordinary Resolution.

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUEING ANNUAL GENERAL MEETING AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Shri Manoj Gaur (Retiring by rotation)	Ms. Sunita Joshi (Retiring by rotation)
Age	56 years	54 years
Qualifications	Civil Engineering from Birla Institute of Technology and Science, Pilani.	Masters' Degree in International Business Management and MBA in International Business Management
Experience (including expertise in specific functional area)/ Brief Resume	Shri Manoj Gaur has over 35 years rich experience in all spheres of Corporate Management. He is Executive Chairman & CEO of Jaiprakash Associates Limited (JAL). He is overseeing various activities of Jaypee Group, such as engineering & construction, power, cement, real estate, information technology, hospitality, expressways, fertilizer, Buddh. International Circuit (Formula 1 racing), health care and education initiatives.	28 years rich experience especially in Information Technology, IT Education & Software Development, Sales & Marketing, Corporate Communications, etc.
Terms and Conditions of Appointment/ Re-Appointment	Being appointed as non executive director liable to retire by rotation	Being appointed as non executive director liable to retire by rotation
Date of first Appointment on the Board	10th December, 2002	17th May, 2014
Shareholding in the Company as on June 30, 2020	41,400 equity shares	54,100 equity shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meeting of the Board attended during the year 2019-20	5	5
Directorships in other Listed Companies.	Jaiprakash Associates Ltd. Jaypee Infratech Ltd.	NIL
Membership/ Chairmanship of Committees in other Listed Companies.	Jaiprakash Associates Ltd. Chairman - Risk and Management Committee Chairman - Committee for Statutory policies	NIL

Particulars	Shri Jagmohan Garg (appointment as Independent Director)	Shri Jyoti Kumar Agarwal (appointment as Non-Executive Director)	Smt. Binata Sengupta (appointment as Independent Woman Director)
Age	70 Years	46 Years	62 Years
Qualifications	Post Graduate in Physics with specialization in electronics and solid state physics.	Graduate in Commerce from St. Xavier's College, Calcutta, Chartered Accountant (with all-India 35th rank), MBA from IIM, Calcutta (with Honour Roll for securing 4th rank) and CFA charterholder from the CFA Institute, USA.	Post Graduate in History.

Particulars	Shri Jagmohan Garg (appointment as Independent Director)	Shri Jyoti Kumar Agarwal (appointment as Non-Executive Director)	Smt. Binata Sengupta (appointment as Independent Woman Director)
Age	70 Years	46 Years	62 Years
Experience (including expertise in specific functional area)/ Brief Resume	He has over 38 years' experience in Banking & Finance and administration. He has served as Executive Director of Punjab National Bank and Chairman of Corporation Bank. He also served as Vigilance Commissioner of Central Vigilance Commission, New Delhi.	He has over 20 years of rich and varied professional experience across Corporate Finance & Strategy, M&A, Banking, Investment Management, Consulting, Treasury, Accounting, Tax, Secretarial & Compliance functions, having worked with reputed Indian and multinational corporations. He has also worked with Standard Chartered Bank, Credit Suisse, Deutsche Bank, Franklin Templeton, BCG, Raymond Ltd in different roles in addition to BPCL where he started his career as Senior Accounts Officer in December, 1998. He is the Director – Finance of JSW Energy Ltd., a listed independent power producer with market capitalisation of ~ USD 1.5 bn. He has worked with JSW Steel Ltd. as Vice President (F&A) heading the Corporate Finance, M&A, Working Capital and Treasury functions.	She has over 37 years experience and is ex-banker and retired as General Manager from Bank of India in 2018. She Joined the bank in 1983 as PO in Odisha – first direct recruit lady officer of the bank in Odisha. She has headed consecutively two zones of the bank – Kolkata and New Delhi with over 100 branches in each. She had been actively involved in interaction with RBI on the matters concerning cash management, customer service and financial inclusion schemes of Government of India on behalf of the bank. She has participated in Monitoring meetings of National Commission of SC and ST. During her tenure, she has conducted internal audit of European branches of the bank. Smt. Sengupta has opportunity to attended skill and knowledge development programmes at XLRI, Jamshedpur and NIBM, Pune. Presently, Smt. Sengupta is heading IBPS interviewing panels which she was heading while in service. She has participated as External Expert in internal Interview panels of several PSU Banks
Terms and Conditions of Appointment/ Re-Appointment	Being appointed as independent director for a term of three years w.e.f. 16th October 2019	Being appointed as non executive director liable to retire by rotation	Being appointed as independent director for a term of three years w.e.f. 2nd July, 2020
Date of first Appointment on the Board	16th October 2019	26th May, 2020	2nd July, 2020
Shareholding in the Company as on June 30, 2020	NIL	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of meeting of the Board attended during the year 2019-20	3	NIL	NIL
Directorships of other Listed Companies.	➤ NIL	JSW Energy Ltd.	NIL
Membership/ Chairmanship of Committees in other Listed Companies.	➤ NIL	Member, Risk Management Committee & Finance Committee – JSW Energy Ltd.	NIL

Particulars	Dr. Vandana R. Singh (appointment as Independent Director)	Shri Anupam Lal Das (appointment as Independent Director)
Age	60 years	49 years
Qualifications	Master Degree in English and Ph. D from Punjab University, Chandigarh	Bachelor in Law from Delhi University
Experience (including expertise in specific functional area)/ Brief Resume	35 years experience in digital technology, CSR activities, education technology & digital transformation of educational institutions. Has skill, experience and knowledge in general management and administration.	Being a Senior Advocate at Supreme Court of India having 24 years experience. During his tenure, in the Supreme Court he represented Central Government, the State of Goa and had been a Special Counsel for the Anti-Corruption Bureau, Government of Maharashtra. He has argued for Government Coal companies. He had been exposed to many cases on diverse subjects viz. Mining Laws, Service Laws, SARFAESI Act, Industrial & Commercial Laws, Arbitration, Cyber Laws, Original & Appellate side Civil, Commercial & Criminal litigation, Environment Laws and PILs. He successfully defended the first criminal case registered in under Section 66 of the Information Technology Act, 2000. Internationally, he has handled "letters of request" under the Hague Convention, 1870 for executing a commission to take evidence for a New Jersey Court.
Terms and Conditions of Appointment/ Re-Appointment	Being appointed as independent director for a term of three years w.e.f. 27th July, 2020	Being appointed as independent director for a term of three years w.e.f. 28th July, 2020
Date of first Appointment on the Board	27th July 2020	28th July 2020
Shareholding in the Company as on June 30, 2020	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meeting of the Board attended during the year 2019-20	NIL	NIL
Directorships in other Listed Companies	NIL	NIL
Membership/ Chairmanship of Committees in other Listed Companies	NIL	NIL