

## NOTICE

**NOTICE** is hereby given that the **Twentieth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Saturday, the 12<sup>th</sup> September, 2015 at 10.00 A.M.** at the Registered Office of the Company at **JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.)**, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements consisting of the **Balance Sheet as at 31st March, 2015**, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the explanatory notes annexed to, and forming part of any of the above documents together with the Report of the Board of Directors and the Auditors Reports thereon.
2. To appoint a Director in place of **Shri Manoj Gaur (DIN: 00008480)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Suren Jain (DIN: 00011026)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Praveen Kumar Singh (DIN: 00093039)**, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of **M/s. R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N)**, as Statutory Auditors of the Company (already re-appointed for three consecutive years by the Shareholders in the 19<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014, till the conclusion of 22<sup>nd</sup> Annual General Meeting to be held in 2017), to hold office from the conclusion of this Annual General Meeting until the conclusion of 22<sup>nd</sup> Annual General Meeting subject to ratification of appointment every year and to fix their remuneration.

### Special Business:

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

#### 6. RATIFICATION OF THE REMUNERATION OF COST AUDITOR

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to **M/s. Kabra & Associates, Cost Accountants (Firm Regn no. 0075)** appointed by the Board as Cost Auditors to conduct Audit of the cost records of the Company, relating to the Generation, Transmission, Distribution and Supply of Electricity regulated by the relevant regulatory body or authority under the Electricity Act, 2003, other than for captive generation, for the Financial Year 2015-16, as set out in the Statement annexed to the Notice convening this meeting, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this

Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

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

#### 7. APPOINTMENT OF SHRI SHAM LAL MOHAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**"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 thereunder read with Schedule IV to the Act, **Shri Sham Lal Mohan (DIN: 00028126)**, 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 30<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2017 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."

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

#### 8. APPOINTMENT OF SHRI ARUN BALAKRISHNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**"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 thereunder read with Schedule IV to the Act, **Shri Arun Balakrishnan (DIN:00130241)**, 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 30<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2017 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."

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

9. **APPOINTMENT OF SHRI KAILASH NATH BHANDARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“**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 thereunder read with Schedule IV to the Act, **Shri Kailash Nath Bhandari (DIN: 00191219)**, 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 30th September, 2014 to 29th September, 2017 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.”

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

10. **APPOINTMENT OF SHRI ATANU SEN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“**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 thereunder read with Schedule IV to the Act, **Shri Atanu Sen (DIN:05339535)**, 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 30th September, 2014 to 29th September, 2017 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.”

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

11. **APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“**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 thereunder read with Schedule IV to the Act, **Shri Keshav Prasad Rau (DIN:02327446)**, 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 30th May, 2015 to 29th May, 2018 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.”

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

12. **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company, by substituting/inserting the following new Articles:

- (i) Substitute the definition of “The Act”, or “the said Act” under Article 1 to read as under: “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013”, as applicable, and shall include any statutory modifications, amendments, re-enactments thereof, as may be applicable,
- (ii) Insert Article 2A after Article 2: “2A In case of any conflict/contradiction between the provisions contained in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule I to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply,” and
- (iii) Insert Article 2B after Article 2A: “2B wherever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.”

“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**

**M.M. SIBBAL**  
Sr. General Manager &  
Company Secretary

Place : Noida

Date : 30<sup>th</sup> May, 2015

(Membership No. FCS- 3538)

### Notes:

1. Relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Resolutions set out under Item Nos. 6 to 12 is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANY/BODY CORPORATES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY AS APPLICABLE. A BLANK PROXY FORM IS ENCLOSED.**

**A person can act as the Proxy on behalf of the members, not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital of the Company, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy for any other person or member.**

3. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
4. All documents referred to in the Notice and the accompanying Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays, between 11.00 A.M. and 1.00 P.M., upto the date of the Annual General Meeting.
5. Any query relating to the Financial Statements must be sent to the Company's Registered Office at JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P. or Corporate Office at Sector-128, Noida-201304 (U.P.) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed "AGM Queries - Attn. Shri M.M. Sibbal, Sr. General Manager & Company Secretary."
6. Members who are holding shares in physical form are requested to notify the change, if any, in their address or bank

details to Company's Registrar and Transfer Agent (RTA) and always quote their folio number in all correspondence with the Company and RTA. In respect of holding shares in electronic form members are requested to notify and change in address or bank details to their respective Depository Participants.

7. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by remote e-voting and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The members as on the cut-off date viz. **Friday, 4<sup>th</sup> September, 2015** shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

8. The facility for voting through polling shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
9. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
10. The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>9.00 A.M. on 9<sup>th</sup> September, 2015</b>
<b>End of remote e-voting</b>	<b>5.00 P.M. on 11<sup>th</sup> September, 2015</b>

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th September, 2015, 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.

### 11. Procedure and instructions for remote e-voting

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "shareholders" tab.
- (iii) Now Enter your applicable User ID/ Login Id, as under:-
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Thereafter enter the Image Verification Code as displayed and Click on "Login" tab.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier

for EVSN of any company, then your existing login id and password are to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

- (vi) If you are a first time user, then fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

#Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter Login Id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

\*Members who have not updated their PAN with the Company/Depository Participant, are requested to use first two letters of their name and the number of shares as on cut-off date viz. 4<sup>th</sup> September, 2015 in the PAN field. In case the number of shares is less than 8 digits, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar Sinha holding 45 shares as on cut-off date, please enter RA00000045 in the PAN field. In case your name is R.K.Sinha, then enter RK00000045. Please do not enter any prefix like Dr. Col. Mr. etc in the PAN field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- (xi) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) Additional instructions for non-individual shareholders and custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporate. Corporate and Custodians already registered with CDSL should use their existing login details.
  - After registering online, scanned copy of registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian/authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 4<sup>th</sup> September, 2015 may follow the same instructions as mentioned above for remote e-voting and the person who is not a member as on the cut off date should treat this Notice for information purpose only.
- (xviii) In case of joint holders attending the Meeting and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
- (xix) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed on the date of the 20<sup>th</sup> Annual General Meeting of the Company.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") or e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) or contact Mr. Wenceslaus Furtado, Deputy Manager, Central Depository Services (I) Ltd. PJ Towers, 16<sup>th</sup> Floor, Dalal Street, Fort, Mumbai-400001. Phone No. 18002005533, E-mail ID [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- (xxi) Shri D. P. Gupta, Practising Company Secretary (Membership No. FCS 2411) has been appointed as Scrutinizer and Shri Shiv Kumar Gupta, Practising Company Secretary (Membership No. FCS 1633) as Alternate Scrutinizer to Scrutinize the Polling at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.
- (xxii) The Scrutinizer, after scrutinizing the vote cast at the Meeting (Polling) and though remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or person so authorised. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.jppowerventures.com](http://www.jppowerventures.com) and on the website of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>. The results shall simultaneously be communicated to the Stock Exchanges.
12. The Register of Members and Share Transfer Books will remain closed from **Saturday, the 5<sup>th</sup> September, 2015 to Saturday, the 12<sup>th</sup> September, 2015** (both days inclusive) for the purpose of Annual General Meeting.
  13. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, savings in stamp duty, prevention of forgery etc.
  14. Pursuant to Section 205A read with 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claim of the members whatsoever shall subsist on the said amount. Therefore, members are requested to encash their Dividend Warrants on priority, within the validity period. Further, the particulars of unpaid/unclaimed dividend etc. are being uploaded on the Company's website, [www.jppowerventures.com](http://www.jppowerventures.com) and website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in). in compliance of the Investor Education and Protection Fund (Uploading of Information Regarding Unpaid And Unclaimed Amounts Lying With Companies) Rules, 2012.
  15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
  16. Members or their respective proxies are requested to:
    - (a) Bring copies of the Annual Report sent to the members as copies of Annual Report shall not be distributed at the Annual General Meeting;
    - (b) Quote their Folio no./Client-ID & DP-ID in all correspondence; and
    - (c) **Note that no gifts/coupons shall be distributed at the Annual General Meeting.**
  17. Copies of the Notice of 20th Annual General Meeting together with the Annual Report are being sent by Electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares as at **closing hours of business on Friday, 31<sup>st</sup> July, 2015**. Upon request, printed copy of Annual Report will be supplied to those share holders to whom Annual Report has been sent through Electronic Mode. The Notice is also available on the website of the Company [www.jppowerventures.com](http://www.jppowerventures.com) and on the website of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx>.
  18. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
  19. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, nomination, power of attorney, change of address, change of name, email address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in Company's Records which will help the Company and the Company's Registrar and Transfer Agents – Alankit Assignments Limited (AAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL and always quote their Folio Numbers in all correspondences with the Company and RTA.
  20.
    - (a) The shareholdings of all the Directors in the Company (including those of who are being re-appointed) have been disclosed in the Report on Corporate Governance.
    - (b) None of the Director(s) proposed to be appointed/ re-appointed is related to any Director or Key Managerial Personnel of the Company or their respective relatives.
    - (c) Additional details in terms of Clause 49 of the Listing Agreement in respect of Directors being re-appointed are given hereunder:

#### Shri Manoj Gaur

Shri Manoj Gaur, aged about 51 years, Chairman of the Company, holds a Degree in Civil Engineering from Birla Institute of Technology and Science, Pilani. Shri Manoj Gaur has over 28 years rich experience in all spheres of Corporate Management. Shri Manoj Gaur is Executive Chairman & CEO of Jaiprakash Associates Limited (JAL). Shri Manoj Gaur 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.

Shri Manoj Gaur is the Chairman-cum Managing Director of Jaypee Infratech Limited and is also on the Board of Prayagraj Power

Generation Company Limited, MP Jaypee Coal Limited, Kanpur Fertilizers & Cement Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Jaypee Healthcare Limited, Jaypee Jan Sewa Sansthan, Jaypee Cement Corporation Limited and Indesign Enterprise Private Limited.

Shri Manoj Gaur is Chairman of Committee for Statutory Policy and Risk Management Committee of Jaiprakash Associates Limited.

Shri Manoj Gaur holds 41,400 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person hold any share for Shri Manoj Gaur on a beneficial basis.

#### **Shri Suren Jain**

Shri Suren Jain, aged 44 years, Managing Director and Chief Financial Officer of the Company, holds a Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad, and has over 22 years of experience in corporate planning, corporate finance and management. He had worked in various capacities and businesses within the Jaypee Group, including, working on the construction of the Indira Sagar and Sardar Sarovar Dams and the commissioning of the Jaypee Group's hotel projects in Mussoorie and Agra. He was also a Director (Corporate) of Jaiprakash Associates Limited (JAL) and a part of the senior management team responsible for the formulation and implementation of business strategies relating to JAL's power and energy businesses.

Shri Suren Jain is on the Boards of Akasva Associates Private Limited, Jaypee Powergrid Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee International Logistics Company Private Limited, Prayagraj Power Generation Company Limited, Shel Investments Consultancy Private Limited, Jaypee Mining Venture Private Limited, Jaypee Uttar Bharat Vikas Private Limited, Jaypee Infra Ventures (A private company with unlimited liability), Sunil Hitech Energy Private Limited, MSMC Adkoli Natural Resources Limited, Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited.

Shri Suren Jain is Member of Nomination and Remuneration Committee of Prayagraj Power Generation Company Limited, Jaiprakash Agri Initiatives Company Limited and Jaypee Powergrid Limited. Shri Suren Jain is Chairman of Finance Committee of Jaypee Powergrid Limited and Member of Finance Committee of Prayagraj Power Generation Company Limited. Shri Suren Jain is also Chairman of Corporate Social Responsibility Committee of Jaypee Infra Ventures (A Private Company with Unlimited Liability).

Shri Suren Jain is also member of Stakeholders Relationship Committee, Finance Committee, Committee of Directors (For Restructuring), CSR Committee and Committee of Directors (For Raising Funds) of the Company.

Shri Suren Jain holds 16,700 equity shares of the Company in his own name. Neither any share is held by him for any other person on a beneficial basis, nor does any other person hold any share for Shri Suren Jain on a beneficial basis.

#### **Shri Praveen Kumar Singh**

Shri Praveen Kumar Singh, aged about 43 years, whole-time Director of the Company, holds a Bachelors' Degree in Civil Engineering from the University of Bangalore. He has been associated with Jaypee Group for the past 18 years' and has been involved in the construction

and implementation of Karcham-Wangtoo HEP. He was also involved in the construction of the Indira Sagar hydro electric project and was the unit in-charge of Omkareshwar hydroelectric project.

Shri Praveen Kumar Singh is on the Boards of Jaypee Infra Ventures (a private company with unlimited liability) and Jaypee Meghalaya Power Limited.

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

#### **STATEMENT OF MATERIAL FACTS**

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 6 to 12 mentioned in the accompanying Notice dated 30<sup>th</sup> May, 2015:

##### **Item No. 6**

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and 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 Generation, Transmission, Distribution and Supply of Electricity regulated by the relevant regulatory body or authority under the Electricity Act, 2003 other than captive generation.

M/s. Kabra & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2015-16 by the Board of Directors, in its meeting held on 30<sup>th</sup> May, 2015, on the recommendation of the Audit Committee of the Company. The Board has fixed remuneration of Rs. 1,00,000/- (Rupees. One Lac only) exclusive of applicable service tax and out-of-pocket expenses.

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

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

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

##### **Item No. 7 to 11**

#### **Appointment of Independent Directors on the Board of the Company**

Shri Sham Lal Mohan, Shri Arun Balakrishnan, Shri Kailash Nath Bhandari and Shri Atanu Sen were co-opted as Additional Directors on the Board of the Company w.e.f. 30<sup>th</sup> September 2014 and Shri Keshav Prasad Rau was co-opted as Additional Director on the Board of the Company w.e.f. 30<sup>th</sup> May 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, they hold office upto the date of ensuing Annual General Meeting. The Company has received separate notices for each appointee in writing alongwith deposit of Rs. 1,00,000/- each from Member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of the appointee for the office of Director at the forthcoming Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and as per provisions of the Listing Agreement, Independent Directors appointed by the Company can hold office

for a term upto Five (5) consecutive years and that retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. In terms of the provisions of Clause 49 of the Listing Agreement, the Company is required to have atleast half of the Board consisting of Independent Directors. The Board of Directors of the Company ("the Board") at the meeting held on 30th September, 2014, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Shareholders, appointed Shri Sham Lal Mohan, Shri Arun Balakrishnan, Shri Kailash Nath Bhandari and Shri Atanu Sen as Independent Directors of the Company for a consecutive period of three years w.e.f. 30<sup>th</sup> September 2014 in terms of the provisions of Section 149, 150 and 152 of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, keeping in view that they are persons of integrity and possess relevant expertise and experience. Further, the Board of Directors of the Company at the meeting held on 30th May, 2015, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Shareholders, appointed Shri Keshav Prasad Rau as Independent Director of the Company for a consecutive period of three years w.e.f. 30th May 2015 in terms of the provisions of Section 149, 150 and 152 of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, keeping in view that he is person of integrity and possesses relevant expertise and experience. They also meet the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges for their appointment as the Independent Directors and are also independent from the Management. The Independent Directors, so appointed, shall not be liable to retire by rotation.

The particulars of the persons proposed to be appointed as Independent Directors, are as under:

### Shri Sham Lal Mohan

Shri Sham Lal Mohan (DIN: 00028126), aged 69 years, is B.Sc Engineering (Mechanical) from Punjab Engineering College, Chandigarh and AIII (General) from Insurance Institute of India, Mumbai. Shri Sham Lal Mohan has been former Chairman of Oriental Insurance Company Limited and possesses vast experience in the insurance field.

He is a Director on the Boards of Religare Health Insurance Company Limited, Arcotech Limited, Health Insurance TPA of India Limited, Himalayan Expressway Limited, Jaypee Fertilizers & Industries Limited and Jaypee Healthcare Limited.

Shri Sham Lal Mohan is Member of Audit Committee of Religare Health Insurance Company Limited and Jaypee Healthcare Limited. Shri Sham Lal Mohan is member of Nomination and Remuneration Committee of Himalayan Expressway Limited and Jaypee Healthcare Limited. He is also Chairman of Risk Management Committee of Religare Health Insurance Company Limited and Chairman of Audit Committee of Himalayan Expressway Limited.

In the opinion of the Board, Shri Sham Lal Mohan fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement entered into with the Stock Exchanges.

The Company has received from Shri Sham Lal Mohan 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 Sham Lal Mohan as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company.

Except Shri Sham Lal Mohan, 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 Sham Lal Mohan 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**.

### Shri Arun Balakrishnan

Shri Arun Balakrishnan (DIN: 00130241), aged 64 years, is B.E (Chemical) from the College of Engineering, Trichur, Kerala, B.S. in Chemical Engineering from University of Calicut and holds Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. Shri Arun Balakrishnan is former Chairman and Managing Director of Hindustan Petroleum Corporation Limited and possesses vast experience of over 38 years.

He is a Director on the Boards of Jaypee Infratech Limited, HPCL-Mittal Energy Limited, NCDEX e Services Limited, Mahanagar Gas Limited, Linde India Limited, Antrix Corporation Limited and HPCL-Mittal Pipelines Limited.

Shri Arun Balakrishnan is Chairman of the Audit Committee of HPCL-Mittal Energy Limited, HPCL-Mittal Pipelines Limited and Antrix Corporation Limited and member of the Audit Committee of NCDEX e Services Limited, Mahanagar Gas Limited and Linde India Limited. He is also a Chairman of Nomination & Remuneration Committee of Linde India Limited, HPCL-Mittal Energy Limited, Mahanagar Gas Limited and HPCL-Mittal Pipelines Limited and member of Nomination & Remuneration Committee of NCDEX e Services limited. He is also a member of CSR Committee of HPCL-Mittal Energy Limited and Chairman of CSR Committee of Linde India Limited.

In the opinion of the Board, Shri Arun Balakrishnan fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement entered into with the Stock Exchanges.

The Company has received from Shri Arun Balakrishnan a 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 Arun Balakrishnan as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company.

Except Shri Arun Balakrishnan, 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 Arun Balakrishnan 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**.

#### **Shri Kailash Nath Bhandari**

Shri Kailash Nath Bhandari (DIN: 00191219), aged 73 years, holds a Bachelors' Degree in Law and is presently Chair Professor & Honorary Director of School of Insurance Studies, National Law University, Jodhpur. Shri Kailash Nath Bhandari was former Chairman-cum-Managing Director of New India Assurance Company Limited (2000-2002) and United India Assurance Company Limited (1998-2000).

Shri Kailash Nath Bhandari is a Director on the Boards of Jaiprakash Associates Limited, Andhra Cements Limited, Kenbee Consultants Private Limited, Agriculture Insurance Company of India Limited, Shristi Infrastructure Development Corporation Limited, Magma HDI General Insurance Company Limited, Dahej Harbour and Infrastructure Limited, Saurashtra Cement Limited, Hindalco Industries Limited and Gujarat Sidhee Cement Limited.

Shri Kailash Nath Bhandari is a Chairman of Audit Committee of Agriculture Insurance Company of India Ltd. and Andhra Cements Ltd. Shri Kailash Nath Bhandari is Member of Audit Committee of Shrishti Infrastructure Development Corporation Ltd. and Hindalco Industries Ltd. He is also a member of Risk Management Committee of Jaiprakash Associates Limited.

Shri Kailash Nath Bhandari is Member of Nomination and Remuneration Committee of the Company.

In the opinion of the Board, Shri Kailash Nath Bhandari fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement entered into with the Stock Exchanges.

The Company has received from Shri Kailash Nath Bhandari a 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 Kailash Nath Bhandari as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company.

Except Shri Kailash Nath Bhandari, 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 Kailash Nath Bhandari 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**.

#### **Shri Atanu Sen**

Shri Atanu Sen (DIN: 05339535), aged 60 years, is M.A. in Economics from Calcutta University and CAIIB. Shri Atanu Sen is presently an

Advisor to State Bank of India. Shri Atanu Sen was Managing Director & CEO of SBI Life Insurance Company Limited and held senior positions in State Bank of India from September, 1977 to August, 2012, where he also held the position of Dy. Managing Director and Chief Credit & Risk Officer.

Shri Atanu Sen is a Director on the Boards of Jaypee Fertilizers & Industries Limited and Jaypee Healthcare Limited.

Shri Atanu Sen is member of the Audit Committee & Nomination and Remuneration Committee of Jaypee Healthcare Limited.

In the opinion of the Board, Shri Atanu Sen fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement entered into with the Stock Exchanges.

The Company has received from Shri Atanu Sen a 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 Atanu Sen as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company.

Except Shri Atanu Sen, 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 Atanu Sen 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**.

#### **Shri Keshav Prasad Rau**

Shri Keshav Prasad Rau (DIN:02327446), aged 67 years, M.A. (Economics), had worked with State Bank of India from 1971 to 2007 on various positions viz. General Manager & Vice Principal, State Bank Academy, General Manager, Karnataka Circle, Inspection, Credit Audit and Management Audit etc. Shri Keshav Prasad Rau was also Member of an Independent IDBI Bank Committee in the year 2008 and also conducted HR Study for Clearing Corporation of India during the period 2009-2010.

Shri Keshav Prasad Rau is also on the Board of Jaiprakash Associates Limited as an Independent Director.

Shri Keshav Prasad Rau is member of the Audit Committee of Jaiprakash Associates Limited.

In the opinion of the Board, Shri Keshav Prasad Rau fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement entered into with the Stock Exchanges.

The Company has received from Shri Keshav Prasad Rau a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.



# JAIPRAKASH

## POWER VENTURES LIMITED

The Company has made available a copy of the Letter of Appointment, as approved by the Board, of Shri Keshav Prasad Rau as an Independent Director, setting out the terms and conditions, for inspection without any fees, at the Registered Office of the Company.

Except Shri Keshav Prasad Rau, 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 Keshav Prasad Rau 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. 12

As the Members are aware, the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12<sup>th</sup> September, 2013 and 26<sup>th</sup> March, 2014 has notified most of the substantive provisions of the Companies Act, 2013 ('the Act'), which govern general working of companies.

The change in law has necessitated certain alterations in Articles of Association of the Company as mentioned in the Resolution. A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

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

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

**M.M. SIBBAL**  
Sr. General Manager &  
Company Secretary  
(Membership No. FCS- 3538)

Place : Noida  
Date : 30<sup>th</sup> May, 2015