

Ref: JPVL:SEC:2018

29th September, 2018

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

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

Scrip Code: 532627

Scrip Code: JPPOWER

Sub: Proceedings of 23rd Annual General Meeting of the Members of the Company

Dear Sirs,

This is to inform you that 23rd Annual General Meeting of the Members of the Company was held on Friday, 28th September, 2018 at 10.00 A.M. at the Registered Office of the Company i.e. at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh), to transact the Ordinary and Special Businesses contained in the Notice dated 31st August, 2018 of Annual General Meeting.

As required by the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the members to exercise vote electronically on the resolutions contained in the Notice of Annual General Meeting. The Remote e-voting was held between Tuesday, 25th September, 2018 (9:00 A.M.) to Thursday, 27th September, 2018 (5:00 P.M.).

Voting by poll on all the Resolutions mentioned in the Notice was taken-up. Accordingly, the facility to Vote through Polling papers was provided to those members who were present at the AGM and have not exercised the option of Remote E-Voting.



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Regd. Office : Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie Tehsil Sarai,
Distt. Singrauli-486669, (M.P.) Ph. : +91 (7801) 286021-39 Fax : +91 (7801) 286020
E-mail : jpv.investor@jalindia.co.in, **Website :** www.jppowerventures.com
CIN : L40101MP1994PLC042920

As already informed to the Stock Exchanges, Shri D.P. Gupta and Shri Vishal Lochan Aggarwal were appointed as Scrutinizer and Alternate Scrutinizer respectively for Remote e-voting and Voting through Polling Papers.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Summary of Proceedings of the 23rd AGM as **Annexure-I**.

This is for your information and records.

Thanking you,

Yours faithfully,

For JAIPRAKASH POWER VENTURES LIMITED



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



Encl: As above

JAIPRAKASH POWER VENTURES LIMITED

CIN: L40101MP1994PLC042920

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

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

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

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

SUMMARY OF PROCEEDINGS OF 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 28TH SEPTEMBER, 2018 PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. 23rd Annual General Meeting of the Members of the Company was held on Friday, 28th September, 2018 at 10 A.M. at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh), to transact the Ordinary and Special Businesses contained in the Notice dated 31st August, 2018 of Annual General Meeting.
2. Since, Chairman could not attend the meeting, in terms of Article 68 of the Articles of Association of the Company, Sunil Kumar Sharma, Vice Chairman & CEO presided over the meeting.
3. The Chairman introduced the Directors on the dias and informed the names of Directors who could not attend the AGM and reasons thereof.
4. He also confirmed the presence of Authorised Representative of the Statutory Auditors, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee, Chairman of Stakeholders' Relationship Committee and the Scrutinizer.
5. The Chairman then informed that Register of Directors and Key Managerial Personnel and their Shareholding, Proxy Registers and other document as statutorily required were available for inspection of members.
6. With the permission of Members, the Notice convening the AGM, Directors' Report and Financial Statements having been circulated, were taken as read.
7. Company Secretary read the Auditors Report on Standalone and Consolidated Financial Statement of the Company and stated that explanation on observations & qualifications made by Auditors in their Report has been explained in the Directors' Report and there was no qualification and observation in the Secretarial Audit Report.
8. The Chairman then delivered his speech.



9. The Chairman informed that as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided to the members remote e-voting facility of casting of votes using electronic voting system on the resolutions contained in the Notice of Annual General Meeting.
10. Company Secretary then apprised the member that the Company had offered remote e-voting facility to the shareholders at the NSDL platform from 25th September, 2018 (9:00 A.M.) to 27th September, 2018 (5:00 P.M.). He then informed about details of the procedure relating to voting through ballot paper. It was informed that those shareholders who had cast their votes through e-voting should not vote again, as the votes exercised through remote e-voting would prevail.
11. It was informed that the Board of Directors had appointed **Shri D.P. Gupta, Practicing Company Secretary as the Scrutinizer and Shri Vishal Lochan Aggarwal, Practicing Company Secretary as an Alternate Scrutinizer**, to scrutinize the remote e-voting and Poll process (through ballot paper) in a fair and transparent manner.
12. The Chairman informed the objectives and implications of following items of business to be transacted at the AGM:

Item No.	Business item	Type of Resolution
1	Adoption of Audited Standalone and Consolidated Financial Statement for the year ended 31 st March, 2018 and the Reports of Directors and Auditors thereon	Ordinary Resolution
2	Re-appointment of Shri Suren Jain (DIN:00011026) , who retires by rotation	Ordinary Resolution
3	Re-appointment of Shri Praveen Kumar Singh (DIN:00093039) , who retires by rotation	Ordinary Resolution
4	Ratification of the remuneration of M/s. Kabra & Associates, Cost Auditors, (Firm Regn. No. 0075) , of the Company	Ordinary Resolution
5	Continuation of Shri B.B. Tandon (DIN 00740511) as an Independent Director beyond the age of 75 years	Special Resolution
6	Continuation of Shri A.K. Goswami (DIN: 02636247) as an Independent Director beyond the age of 75 years	Special Resolution
7	Continuation of Shri S.S. Gupta (DIN 02284265) as an Independent Director beyond the age of 75 years	Special Resolution



8	Continuation of Dr. J. N. Gupta (DIN 00397952) as an Independent Director beyond the age of 75 years	Special Resolution
9	Continuation of Shri K. N. Bhandari (DIN 00191219) as an Independent Director beyond the age of 75 years	Special Resolution
10	Continuation of Lt. Gen (Retd.) Shri Ravindra Mohan Chadha (DIN 02610012) as a non-executive non-Independent Director beyond the age of 75 years	Special Resolution
11	Approval of remuneration paid to Shri Praveen Kumar Singh, Whole-Time Director during FY 2013-14, FY 2015-16 and FY 2016-17 (upto 9 th February, 2017)	Special Resolution
12	Approval of remuneration paid to Shri Suren Jain, Managing Director & CFO during FY 2013-14, FY 2015-16, FY 2016-17 and FY 2017-18 (upto 11 th January, 2018)	Special Resolution
13	Increase in Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company	Ordinary Resolution
14	Approval for conversion of loans by lenders into 0.01% Cumulative Compulsory Convertible Preference Shares (CCPs) pursuant to implementation of RBI Resolution of Stressed Assets – Revised Framework	Special Resolution
15	Approval for offer and issue of Equity Shares of face value of Rupee Ten each by the company on preferential basis to Party(ies)	Special Resolution
16	Amendment of the existing terms and conditions of the US\$ 200,000,000 5% Foreign Currency Convertible Bonds (“FCCBs”) issued by the Company	Special Resolution

13. Thereafter, Shri Sunil Kumar Sharma, Chairman of the meeting requested the member for a voting by poll for all the Resolutions mentioned in the Notice. Accordingly, the poll was conducted and the Members were given the opportunity to cast their votes on poll.
14. It was informed that counting of the votes and verification of polling papers would take some time as such the result of poll would be declared by the Chairman within forty eight hours of the meeting. The



voting results along with the Consolidated Scrutinizer's Report would be sent to the stock exchanges and NSDL and posted on Company's website www.jppowerventures.com and Notice Board of the Company, along with the Report of the Scrutinizers. The result shall also be posted at NSDL's website and the same shall be intimated to NSE & BSE also. The resolutions thus passed shall be deemed to have been passed at this AGM on 28th September, 2018 itself.

15. The Chairman then invited shareholders to raise their queries, if any, and seek clarifications which were responded by him.
16. The meeting was concluded at 12:15 **P.M.** with a vote of thanks to the Chair.

