

Ref: JPVL:SEC:2025

11th June, 2025

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

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

Scrip Code: JPPOWER

Scrip Code: 532627

Sub: Notice of the Thirtieth (30th) Annual General Meeting alongwith the Annual Report of the Company for FY 2024-25

Dear Sirs/ Madam,

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), please find attached herewith the Notice and the Explanatory Statement of the 30th Annual General Meeting of the Company to be held on Saturday, the 5th July, 2025 at 11.30 A.M. (IST) via Video Conference/Other Audio Visual Means. The said Notice forms part of the Annual Report for Financial Year 2024-25 and is being sent through electronic mode to the shareholders of the Company.

The Annual Report is also available on the websites of the Company at the following link:

<https://www.jppowerventures.com/wp-content/uploads/2025/06/Annual-Report-2024-25.pdf>

The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 29th June, 2025 to Saturday, 5th July, 2025 (both days inclusive).

May kindly take the same on your records please.

Thanking you,

Yours faithfully,
for Jaiprakash Power Ventures Limited

(Mahesh Chaturvedi)
G.M. & Company Secretary
FCS: 3188

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

Phone : +91 (011) 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 **Thirtieth Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Saturday, 5th July, 2025** at **11.30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (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, 2025, Auditors Report thereon together with the Report of the Board of Directors and, in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, 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, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"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, being eligible and offers himself, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. 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 and, in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013, Shri Praveen Kumar Singh (DIN: 00093039), who retires by rotation at this meeting, being eligible and offers himself, 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 FOR FY 2025-26.**

To ratify the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026 and in this regard, if thought fit, to pass the following Resolution as **Ordinary**

Resolution:

"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 thereof for the time being in force), the remuneration of Rs 2,00,000/- (Rupees Two Lakhs only) exclusive of applicable Tax/GST and out-of-pocket expenses, payable to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration Number 000212) appointed by the Board of Directors on the recommendation of Audit Committee 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 2025-26 be and is hereby approved and ratified."

5. **APPOINTMENT OF SECRETARIAL AUDITOR FOR FIVE YEARS FROM FY 2025-26 TO FY 2029-30**

To appoint the Secretarial Auditor of the Company, for the first term of five years from Financial Year 2025-26 to 2029-30 and in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendations of the Audit Committee and approval of the Board of Directors, the approval of the members be and is hereby accorded for appointment of Shri Vishal Lochan Aggarwal (M.No. 7241 and COP No. 7622) of M/s. VLA & Associates, Practicing Company Secretary as Secretarial Auditor of the Company from Financial Year 2025-26 till 2029-30, on such terms and conditions including remuneration as may be fixed by the Board of Directors of the Company."

6. **PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO EXECUTIVE DIRECTORS:**

To consider payment of Remuneration by way of Commission to Executive Directors and in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the payment of remuneration by way of commission, not exceeding in aggregate 10% (ten percent) to all the Executive Directors taken together and not exceeding 5% (five percent) to individual Executive Director on the basis of the net profits of the Company for the financial year ended on 31st March, 2025, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 at such quantum, proportion, manner as mentioned in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT the above remuneration by way of commission shall be in addition to salary and perquisites paid to the Executive Directors.

“RESOLVED FURTHER THAT the Board or any committee of the Board of the Company thereof be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution.”

7. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS:

To consider payment of Remuneration by way of Commission to Non- Executive Directors and in this regard, if thought fit, to pass the following Resolution as **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the payment of remuneration by way of commission, not exceeding in aggregate 1% (one percent) on the basis of the net profits of the Company for the financial year ended on 31st March, 2025, computed in accordance with the provisions of Section 198 of the Companies Act, 2013, to all the Non-Executive Directors including Independent Directors (i.e., Directors other than the Managing Director and/or Whole Time Directors) of the Company at such quantum, proportion, manner as mentioned in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees being paid to the Non-Executive Directors for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

8. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO ONE NON-EXECUTIVE DIRECTOR EXCEEDING FIFTY PERCENT OF COMMISSION PAYABLE TO ALL NON-EXECUTIVE DIRECTORS:

To consider payment of Remuneration by way of Commission to one Non-Executive Director exceeding fifty percent of Commission payable to all Non-Executive Directors and in this regard, if thought fit, to pass the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), on the basis of the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the payment of remuneration by way of commission up to Rs. 200.00 Lakhs to Shri Manoj Gaur (DIN: 00008480), Non-Executive Director designated as Chairman of the Company, being more than 50% (fifty percent) of the total annual remuneration being paid to all Non-Executive Directors.”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees being paid to him for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

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

Sd/-
(Mahesh Chaturvedi)
General Manager & Company Secretary
(Membership No. FCS-3188)

Place: New Delhi
Date: 1st May, 2025

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Businesses be transacted at the Annual General Meeting (AGM) is annexed herewith.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 and Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October 2023 issued by SEBI ("the Circulars"), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") up to 30th September 2025, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM and transcript of the same shall be made available on the website 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 8th April, 2020, 13th April, 2020 and 5th May, 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 atleast 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 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 Sunday, the 29th June, 2025 to Saturday, the 5th July, 2025 (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 remote e-voting by email through its registered email address to jpv1.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 2024-25 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 2024-25 will also be available on the Company's website www.jppowerventures.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, CDSL website and on the website of our RTA – Alankit Assignments Ltd. at www.alankit.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 jpv1.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	2 nd July, 2025 from 9.00 A.M.
End of remote e-voting	4 th July, 2025 till 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 27th June, 2025, 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. 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 5 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.

19. Shri Amit Agrawal, Practising Company Secretary (Membership No. FCS 5311) has been appointed as Scrutinizer and Smt. Pragnya Parimita Pradhan Practising Company Secretary (Membership No. A32778) 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.
20. The Preference Shareholders are also given voting rights in compliance with provisions of Section 47 of Companies Act 2013.

INSTRUCTION FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on 2nd July, 2025 from 9.00 A.M. and ends on 4th July 2025 till 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 27th June, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease

and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9th, 2020** in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update the details of their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and Joining Virtual Meeting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period, Joining Virtual Meeting and Voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period Joining Virtual Meeting and Voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and Joining Virtual Meeting for Physical Shareholders and members other than individual members holding Securities in Demat form

- The shareholders should Log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID:-
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification code as displayed and Click on "Login" tab.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier e-voting of any company, then your existing login id and password are to be used.
- If you are a first time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
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Dividend Bank Details or Date of Birth (DOB)*	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. 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.
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- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- j) Click on the Electronic Voting Sequence Number (EVSN) of "Jaiprakash Power Ventures Limited".
- k) 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.
- l) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the changed 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.
- q) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS FOR REMOTE E-VOTING ONLY.

- i. 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 as "Corporate" module.

- ii. A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving these 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.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual members are required mandatorily 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; jpv1.investor@jalindia.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.

- 7) 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 atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO.S ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 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 update your email id & mobile no. with your respective Depository Participant (DP).
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 18002109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 18002109911

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 1st May, 2025 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM 4

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2025-26:

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. Sanjay Gupta & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2025-26 by the Board of Directors, in its meeting held on 1st May, 2025, on the recommendation of the Audit Committee. The Board has decided to pay a remuneration of Rs 2,00,000/- (Rupees Two Lakhs only) exclusive of applicable Tax/ GST and out-of-pocket expenses, which is reasonable and commensurate with the size of operations. 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 the Resolution no. 4 set out in this Notice.

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

ITEM NO. 5

APPOINTMENT OF SECRETARIAL AUDITOR FOR FIVE YEARS FROM FY 2025-26 TO FY 2029-30

Members are kindly requested to note that SEBI vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December 2024, amended Regulation 24A of SEBI (LODR) Regulations, 2015. The amendment mandates Listed Companies to appoint Secretarial Auditor if Individual for not more than one terms of five consecutive years and if Firm for not more than two terms of five consecutive years, subject to approval of Shareholders.

In compliance with the aforesaid provision and Section 204 of Companies Act, 2013, the Board of Directors, on the recommendations the Audit Committee, at their meeting held on 1st May, 2025, approved the appointment of M/s. VLA & Associates, Practicing Company Secretary (CP No. 7622) as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30, subject to approval of Shareholders.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the shareholder is sought for appointment of the M/s. VLA & Associates as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30 at such remuneration as may be decided by the Board.

It is pertinent to mention that in terms of Regulation 24A of SEBI (LODR), 2015, the Secretarial Auditor holds a valid Peer Review Certificate issued by the ICSI, has not incurred any of the disqualification as specified by the board and has provided their consent for the appointment.

The documents related to appointment of M/s. VLA & Associates, Practicing Company Secretary (CP No. 7622) are available for inspection at both the Registered Office and the Corporate office of the Company. These documents are also accessible on the Company's website.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution no. 5 set out in this Notice.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed Audit fees payable to the Secretarial Auditors	Remuneration for the FY 2025-26 is Rs. 1,00,000 and for subsequent FY shall be decided by the Board.
Terms of Appointment	5 (five) years from Financial Year 2025-26 till 2029-30
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation and Auditor credentials	<p>The proposal for proposed appointment of M/s. VLA & Associates was considered and approved by Audit Committee on the basis that :-</p> <ol style="list-style-type: none"> 1. The firm has a long association with the company 2. The firm is in Secretarial Practice since last 18 years 3. The firm is well exposed to the secretarial practices followed by listed companies 4. The Secretarial Auditor holds a valid certificate of Peer Review as prescribed by the ICSI vide certificate number 6448/2025

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

ITEM NO. 6, 7 & 8

PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO EXECUTIVE AND NON- EXECUTIVE DIRECTORS:

The Shareholders of the company are aware that the affairs of the company are being managed by the Board, member of which are highly experienced professionals, each bringing a wealth of expertise across critical functional areas including business strategy, business development, corporate governance, finance and taxation, and risk management,

among others. They are actively engaged in key decision-making processes, providing valuable contributions that drive business development, ensure robust governance, shape long-term strategy, and uphold regulatory compliance.

The Companies Act, 2013, and the SEBI (LODR) Regulations, 2015, have significantly transformed corporate governance, placing a stronger emphasis on accountability, transparency, and compliance within organizations. These regulatory frameworks have strengthened corporate governance norms, by outlining clearer guidelines for board responsibilities, risk management, and statutory compliance etc. and thereby placing increased accountability on the Board.

Particularly the role and responsibilities of the Board have become more onerous, requiring greater time commitments, attention and higher level of oversight which reflects in the financial performance.

The financials of the Company depict the improvement in the profits and this has been possible due to continuous guidance of the Board of Directors and the active involvement of leadership team i.e. the Chairman, the Vice Chairman, the Managing Director and the Whole-time Directors.

The share price of the Company has shown resilience despite various economic upheavals at the international level led by wars and tariff hikes by US. The Company is regularly paying the interest & instalments of principal outstanding. Rather, the principal payment of instalments have been made in advance.

As the members would recall, Shri Manoj Gaur, Chairman of the Company has led the Company in setting up of key hydro power projects and thermal power projects of the Company, which have been robust source of revenue and profitability. Under his able leadership, Shri Suren Jain, as Managing Director & CEO, has been able to achieve various objectives including meeting expectation of various stakeholders in most competent manner. It is a matter of record that the Board led by Shri Manoj Gaur, Chairman and the Management Team constituted, inter-alia, Shri Sunil Kumar Sharma, Whole Time Director & Vice Chairman, Shri Suren Jain, Managing Director & CEO and Shri Praveen Kumar Singh, Whole-time Director, have managed the affairs of the Company with distinction. Therefore, the Company should remunerate them for their respective valuable contribution.

Independent directors have also brought significant value to the Company's board by ensuring objective oversight and strengthening corporate governance. Their wealth of expertise and experience across various industries has contributed to more informed decision-making and provided valuable strategic guidance.

The Board is of the view that it is necessary that adequate compensation should be paid to Executive Directors and Non- Executive Directors (including Independent Directors) as a reciprocating gesture for their time commitment & efforts, guidance, oversight provided by them and for their significant professional expertise and rich experience across a wide spectrum of functional areas.

It is pertinent to add that the overall limit is prescribed for commission under Section 197 of the Act, the total managerial remuneration payable, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profits of that

company for that financial year computed in the manner laid down in section 198.

Within the 11% net profits as permissible, the remuneration payable to all Executive Directors collectively shall not exceed 10% of the Net Profit and to all Non-Executive Directors, it shall not exceed 1% of the Net Profit of the Company.

Regulation 17(6)(a) of the SEBI (LODR) Regulations, 2015 authorizes the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of member.

Further, as Per Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders by Special Resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds 50 per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

This commission will be calculated based on the Net Profit as per Section 198 of the Companies Act, 2013, for the financial year ending on 31st March, 2025.

(i) Payment of Remuneration by way of Commission to Executive Directors:

In accordance with the provisions of Section 197 read with Schedule V of Companies Act, 2013, the proposed remuneration payable to each of the Executive Directors calculated individually is within the limit of 5% of Net Profits of the Company and the total collective remuneration proposed to be paid to all the Executive Directors is within threshold limit of 10% of the Net Profit of the Company, calculated in accordance with Section 198 of the Companies Act, 2013.

The Board, on the recommendations of Nomination & Remuneration Committee (NRC) and approval of Audit Committee, in their respective meetings held on 1st May, 2025, proposed the payment of remuneration by way of commission on the basis of Net profit as per Section 198 of financial year ended on 31st March, 2025 to all the Executive Directors, subject to the approval of the shareholders as follows:

Sl. No.	Name (S/Shri)	Designation	Date of appointment	Tenure (Year & Month)	Proposed Commission upto (Rs. in lakhs)
1.	Shri Sunil Kumar Sharma	Whole Time Director & Vice Chairman	27.12.1997	27 Y, 04 M	75.00
2.	Shri Suren Jain	Managing Director & CEO	14.12.2007	17 Y, 04 M	100.00
3.	Shri Praveen Kumar Singh	Whole-time Director	30.10.2010	14 Y, 06 M	50.00
TOTAL					225.00

The total remuneration to all the above referred Executive Directors, including the remuneration payable to them by way of salaries and perquisites for the said financial year work out as below:-

Sl. No.	Name (S/Shri)	Designation	Salary and Perquisites (Rs. in lakhs)	Proposed Commission upto (Rs. in lakhs)	Total (Rs. in lakhs)
1.	Shri Sunil Kumar Sharma	Whole Time Director & Vice Chairman	280.00 #	75.00	355.00
2.	Shri Suren Jain	Managing Director & CEO	378.77*	100.00	478.77
3.	Shri Praveen Kumar Singh	Whole-time Director	242.50*	50.00	292.50
TOTAL			901.27	225.00	1126.27

Fixed and consolidated.

*Including Employer contribution to PF

The above remuneration by way of commission to all Executive Directors shall constitute in aggregate, less than 10% of Net Profits computed in accordance with Section 198 of Companies Act, 2013. It may be added that this shall be in addition to salary and perquisite payable to Executive Directors.

Accordingly, the approval of the Members of the Company is sought for the payment of remuneration by way of commission to above Executive Director being within specified threshold limits.

Save and except the above Executive Directors, none of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in this Resolution No. 6 set out in this Notice.

The Board commends the Resolution set out at Item no. 6 of the Notice for approval of the members as an **Ordinary Resolution**.

(ii) Payment of Remuneration by way of Commission to Non-Executive Directors.

In accordance with the provisions of Section 197 read with Schedule V of Companies Act, 2013, the proposed remuneration payable to Non-Executive Director(s) (including Independent Directors) is within the limit of 1% of the net profits of the Company as computed in accordance with the provisions of Section 198 of the Act, not including sitting fees and reimbursement of expenses payable for attending the meetings of the Board and/or other meetings paid to the Non-Executive Directors (including Independent Directors).

Regulation 17(6)(a) of the SEBI (LODR) Regulations, 2015

authorizes the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of member.

The Board, on the recommendations of Nomination & Remuneration Committee (NRC) and approval of Audit Committee, in their respective meetings held on 1st May, 2025, proposed the payment of remuneration by way of commission on the basis of Net profit computed as per Section 198 of financial year ended on 31st March, 2025, to all the Non-Executive Directors (including Independent Directors) as follows:

Sl. No.	Name (S/Shri/Smt.)	Designation	Date of appointment	Tenure (Year & Month)	Proposed Commission upto (Rs. in lakhs)
1.	Shri Manoj Gaur	Chairman	01.11.1997	27 Y, 05 M	200.00
2.	Smt. Binata Sengupta	Independent Director	02.07.2020	04 Y, 10 M	10.00
3.	Dr. Vandana R. Singh	Independent Director	27.07.2020	04 Y, 09 M	10.00
4.	Shri Anupam Lal Das	Independent Director	28.07.2020	04 Y, 09 M	10.00
5.	Shri Sudhir Mital	Independent Director	07.11.2020	04 Y, 06 M	10.00
6.	Dr. Dinesh Kumar Likhi	Independent Director	06-08-2021	03 Y, 09 M	10.00
TOTAL					250.00

Accordingly, the approval of the Members of the Company is sought for the payment of remuneration by way of commission to above Non-Executive Director being within specified threshold limits.

Save and except the above Non-Executive Directors, none of the Directors, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 7 set out in this Notice.

The Board commends the Resolution set out at Item no. 7 of the Notice for approval of the members as an **Ordinary Resolution**.

(iii) Payment of Remuneration by way of Commission to one Non- Executive Director exceeding fifty percent of commission to all Non-Executive Directors:

As the members are aware, Shri Manoj Gaur, Chairman, (DIN. 00008480) is the longest serving Director on the Board of the Company and has never drawn any remuneration during his entire tenure except the commission of Rs. 150 Lakhs paid to him during FY 2024-25. It is under his leadership as a reflection of hard work of senior management and with the grace of God, the Company has already been able to repay approx. 40% of loan restructured.

According to Regulation 17(6)(ca) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all Non-Executive Directors.

The matter has been recommended by the Nomination & Remuneration Committee and Audit Committee on the basis of which, the Board of Directors in its meeting held on 1st May, 2025 proposed the payment of remuneration by way of commission up to Rs. 200.00 lakhs to Shri Manoj Gaur, Non-Executive Director designated as Chairman of the Company, subject to approval of members.

Accordingly, the approval of the Members of the Company is sought for the payment of Rs. 200.00 Lakhs as remuneration by way of commission to Shri Manoj Gaur (DIN: 00008480), being more than 50% (fifty percent) of the total Commission being paid to all Non-Executive Directors.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives, except Shri Manoj Gaur, may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 8 set out in this Notice.

The Board commends the Resolution set out at Item no. 8 of the Notice for approval of the members as a **Special Resolution**.

DETAILS OF DIRECTORS AS PER SS-2 (SECRETARIAL STANDARD ON GENERAL MEETINGS) AND REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Shri Manoj Gaur (Chairman)	Shri Sunil Kumar Sharma (Whole Time Director & Vice Chairman)	Shri Suren Jain (Managing Director & CEO)
	(1)	(2)	(3)
Age	60 years	65 years	54 years
Qualifications	Shri Manoj Gaur holds a Degree in Civil Engineering from Birla Institute of Technology and Science, Pilani.	Bachelors' Degree in Science from the University of Meerut.	Bachelors' Degree in Production Engineering from Marathwada University, Aurangabad.
Experience	Shri Manoj Gaur has over 40 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	Shri Sunil Kumar Sharma has over 46 years of varied experience in planning, procurement, execution and management in the fields of cement, power, realty, expressways, tourism & hospitality, sports, healthcare etc. He has been primarily responsible for planning & execution of large infrastructure projects of the Jaypee Group simultaneously executed 13 hydro power projects across India for over 10,000 MW power generation.	Shri Suren Jain has over 31 years' experience in corporate planning, corporate finance and management. He has worked in various capacities across varied businesses of the Jaypee group including working on the construction of the Indira Sagar and Sardar Sarovar dams and commissioning of the Jaypee Group's hotel projects in Mussoorie and Agra.
Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Retiring by rotation and eligible for Re-appointment	NA	NA
Date of first appointment on the Board	10th December, 2002	12th January, 2010	12th January, 2010
Shareholding in the company	41,400 equity shares	5,700 equity shares	71,100 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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 Meetings of the Board attended during the year(2024-25)	5	5	5

Directorships, Membership/ Chairmanship of Committees of other Boards	<p>1. Jaiprakash Associates Limited (Under CIRP)</p> <ul style="list-style-type: none"> Risk Management Committee-Chairman 	<p>1. Jaiprakash Associates Limited (Under CIRP)</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Member Finance Committee-Member Risk Management Committee-Member Stakeholders Relationship Committee-Member <p>2. Jaypee Ganga Infrastructure Corporation Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Chairman 	<p>1. JIL Information Technology Limited</p> <ul style="list-style-type: none"> Audit Committee-Chairman <p>2. Jaypee Hotels Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee-Member Remuneration Committee-Member
Particulars	Shri Praveen Kumar Singh (Whole-time Director)	Smt. Binata Sengupta (Independent Director)	Dr. Dinesh Kumar Likhi (Independent Director)
	(4)	(5)	(6)
Age	52 years	66 years	64 years
Qualifications	Bachelors' Degree in Civil Engineering from the University of Bangalore.	Post-graduate from Delhi University in History	B.E. (Metallurgy from IIT Roorkee - Gold Medallist) and M.E. (Metallurgy) from NIT Rourkela. MBA from MSM, the Netherlands, Ph.D. from IIT Delhi.
Experience	Shri Praveen Kumar Singh has been associated with Jaypee Group for the past 24 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 hydroelectric project and prestigious Omkareshwar hydroelectric project	Smt. Binata Sengupta is ex-banker and retired as General Manager from Bank of India in 2018. She joined the bank in 1983 as a Probationary Officer (PO) in Odisha – first direct recruit lady officer of the bank in Odisha . She also headed IBPS interviewing panels which she was heading while in service. She has participated as External Expert in internal Interview panels of several PSU Banks	Dr. Dinesh Kumar Likhi, holds Ph.D degree from IIT Delhi in 2009. He is Adjunct Professor (Strategy and Operations), IIT Roorkee, former Chairman-cum Managing Director of Mishra Dhatu Nigam Limited (MIDHANI) and former CEO of Utkarsha Aluminium Dhatu Nigam Limited (JVC of MIDHANI & NALCO). He has more than 40 years of managerial and leadership experience. He is awardee of National Metallurgist Award (2016) by Ministry of Steel, Tata Gold Medal (2018) by Indian Institute of Metals (IIM) on 56th National Metallurgists day and International Leadership Award (2019 & 2020)
Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Retiring by rotation and eligible for Re-appointment	NA	NA

Date of first appointment on the Board	11th August, 2011	2nd July, 2020	6th August,2021
Shareholding in the company	3,50,000 equity shares	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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 Meetings of the Board attended during the year(2024-25)	3	5	5
Directorships, Membership/ Chairmanship of Committees of other Boards	NIL	NIL	NIL
Particulars	Dr. Vandana R. Singh (Independent Director)	Shri Anupam Lal Das (Independent Director)	Shri Sudhir Mital (Independent Director)
	(7)	(8)	(9)
Age	64 years	54 years	71 years
Qualifications	Ph.D. in English Literature on Indian Writings in English (1993)	LLB. From Delhi University	Graduate from Allahabad University with a Master's degree in Indian History. Additional Master's in Rural Development from University of Birmingham, UK.
Experience	Dr. Vandana R. Singh has been associated with the CSR activities of School net 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 associated with UN organizations including WHO, FAO,UNESCO & UNDP. Others include ICSSR, NIOS and NCERT. She has knowledge, skills and expertise in general management and administration.	Shri Anupam Lal Das is a Sr. Advocate in Supreme Court of India. He has been in practice since last 29 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.	Shri Sudhir Mital served as an IAS officer and had an illustrious career of over 42 years, spanning across sectors from food safety and agriculture to developmental financing of Small and Medium Enterprises to corporate governance and market regulator, both in the State of Punjab as well at the Centre. His last assignment with the Government was as Member of the Competition Commission of India (CCI) and then it's Acting Chairman, an office which he demitted in November, 2018. He had been Special Secretary, Ministry of Corporate Affairs as a key functionary engaged in the evolution of Companies Bill, 2013.

Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	NA	NA	NA
Date of first appointment on the Board	27th July 2020	28th July,2020	7th November, 2020
Shareholding in the company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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 Meetings of the Board attended during the year(2024-25)	5	5	5
Directorships, Membership/ Chairmanship of Committees of other Boards	1. Schoolnet India Limited <ul style="list-style-type: none"> Audit Committee-Member Nomination & Remuneration Committee-Chairperson 2. Learnet Skills Limited <ul style="list-style-type: none"> Audit Committee-Member Nomination & Remuneration Committee-Chairperson 	NIL	1. Hindalco Industries Limited <ul style="list-style-type: none"> Stakeholders Committee-Chairman Corporate Social Responsibility-Member