

Ref: JPVL:SEC:2026

4<sup>th</sup> July, 2026

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**  
25<sup>th</sup> 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 Thirty first (31<sup>st</sup>) Annual General Meeting (AGM) of the Company for FY 2025-26**

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 31<sup>st</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, the 30<sup>th</sup> July, 2026 at 11.30 A.M. (IST) via Video Conference (VC)/Other Audio Visual Means (OAVM). The said Notice forms part of the Annual Report for Financial Year 2025-26 and is being sent through electronic mode to the shareholders of the Company.

The said Notice is also available on the website of the Company at the following link:

<https://www.jppowerventures.com/wp-content/uploads/2026/06/AGM-Notice-2026.pdf>

We would further like to inform that the Company has fixed Thursday, the 23<sup>rd</sup> July, 2026 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

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.jpmpowerventures.com **E-mail :** jpvl.investor@jalindia.co.in

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Thirty First Annual General Meeting** of the members of **JAIPRAKASH POWER VENTURES LIMITED** will be held on **Thursday 30<sup>th</sup> July, 2026** 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 31<sup>st</sup> March, 2026, 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 an **Ordinary Resolution**.

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026, Auditors' Report thereon and the Report of Board of Directors as laid before this meeting, be and are hereby considered and adopted".

#### SPECIAL BUSINESS:

2. **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2026-27.**

To ratify the remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2027 and in this regard, if thought fit, to pass the following Resolution as an **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 2026-27 be and is hereby approved and ratified."

3. **APPOINTMENT OF SHRI SAVAN JAYENDRA PATEL (DIN: 02687808) AS AN EXECUTIVE DIRECTOR DESIGNATED AS WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider the appointment of Shri Savan Jayendra Patel as an Executive Director designated as Whole-time Director of the Company and, in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment Shri Savan Jayendra Patel (DIN: 02687808), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 22nd May, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, as an Executive Director designated as Whole-time Director of the Company for a period of 3 (three) years commencing from 22nd May, 2026 and ending on 21st May, 2029, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 203 and other applicable provisions, if any, of the Act, read with the Rules made thereunder, Shri Savan Jayendra Patel be and is hereby designated as a Key Managerial Personnel of the Company w.e.f. 22nd May, 2026."

**RESOLVED FURTHER THAT** Shri Savan Jayendra Patel shall not be entitled to any remuneration, commission, sitting fees, perquisites or reimbursement of expenses during his tenure as Executive Director designated as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or

desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**4. APPOINTMENT OF SHRI JAYADEB NANDA (DIN: 06578925) AS A NON EXECUTIVE, NON INDEPENDENT DIRECTOR OF THE COMPANY**

To consider the appointment of Shri Jayadeb Nanda as a Non-Executive, Non-Independent Director of the Company and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Director, approval of the Membres be and is hereby accorded for the appointment of Shri Jayadeb Nanda (DIN: 06578925), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 22<sup>nd</sup> May, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act as a Non-Executive, Non-Independent Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT**, Shri Jayadeb Nanda shall not be entitled to any commission, sitting fee or any reimbursement of other expenses for attending the Board/ Committee meeting, during his tenure as Non-Executive, Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**5. APPOINTMENT OF SHRI NARESH TELGU (DIN: 01994368) AS A NON EXECUTIVE, NON INDEPENDENT DIRECTOR OF THE COMPANY**

To consider the appointment of Shri Naresh Telgu as a Non-Executive, Non-Independent Director of the Company and in this regard, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of

the Board of Director, approval of the Members be and is hereby accorded for the appointment of Shri Naresh Telgu (DIN: 01994368), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 22<sup>nd</sup> May, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act.

**RESOLVED FURTHER THAT**, Shri Naresh Telgu shall not be entitled to any commission, sitting fee or any reimbursement of other expenses for attending the Board/ Committee meeting, during his tenure as Non-Executive, Non-Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**6. APPOINTMENT OF SMT. SHRUTI ANUP SHAH (DIN: 08337714) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To appoint Smt. Shruti Anup Shah as an Independent Director and in this regards if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149,150,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 framed thereunder and the other applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint Smt. Shruti Anup Shah (DIN: 08337714), as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, for the term of three consecutive years w.e.f. 1<sup>st</sup> July, 2026 (i.e from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2029) and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**7. APPOINTMENT OF SHRI. JAYANT MISRA (DIN: 11277894) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To appoint Shri. Jayant Misra as an Independent Director of the Company and in this regards if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section

149,150,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 framed thereunder and the other applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to appoint, Shri. Jayant Misra (DIN:11277894), as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, for the term of three consecutive years w.e.f. 1st July, 2026 (i.e from 1st July, 2026 to 30th June, 2029) and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**8. APPOINTMENT OF SHRI MUKESH M. SHAH (DIN: 00084402) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To appoint Shri Mukesh M. Shah as an Independent Director of the Company and in this regard if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149,150,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 framed thereunder and the other applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for appointment of Shri Mukesh M. Shah (DIN: 00084402), as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, for the term of three consecutive years w.e.f 1st November, 2026 (i.e from 1st November, 2026 to 31st October, 2029) and whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, and other applicable provisions, if any, approval of the Members be and is hereby accorded for the continuation of Shri Mukesh M. Shah being presently aged seventy-three (73) years as an Independent Non-Executive Director of the Company even after he attains the age of seventy-five (75) years during his tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**9. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO FORMER EXECUTIVE DIRECTORS WHO SERVED DURING FINANCIAL YEAR 2025-26:**

To consider payment of Remuneration by way of Commission to former Executive Directors and in this regard, if thought fit, to pass the following Resolution as an **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 Former Executive Directors, who served in the financial year 2025-26, taken together and not exceeding 5% (five percent) to individual former Executive Director on the basis of the net profits of the Company for the financial year ended on 31st March, 2026, computed in accordance with the provisions of Section 198 of the Act, 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 the salary and perquisites paid to the Former Executive Directors during their tenure in the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**10. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON- EXECUTIVE DIRECTORS INCLUDING FORMER NON-EXECUTIVE DIRECTORS :**

To consider payment of Remuneration by way of Commission to Non-Executive Directors, including former Non- Executive Directors, who served in the financial year 2025-26 and in this regard if thought fit, to pass the following Resolution as an **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 Securities and Exchange Board of India (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, 2026 computed in accordance with the provisions of Section 198 of the Act, to Non-Executive Directors including former Non-Executive Director, who served in the financial year 2025-26, of the Company at such quantum, proportion and manner as mentioned in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the sitting fees paid to the Non-Executive Directors including former Non-Executive Directors, who served during the financial year 2025-26 and the existing Independent 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 of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**11. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO ONE FORMER 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 former 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 a **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. 4.00 crore to Shri Manoj Gaur (DIN: 00008480), Former 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 by way of commission shall be in addition to sitting fees paid to him for attending the meetings of the Board or Committees thereof and reimbursement of expenses incurred for participation in the Board and other meetings during his tenure in the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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: 22nd May, 2026

**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.03/2025 dated September 22, 2025, 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’) till further orders without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording 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 Act, 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 engaged 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 of 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 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, However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> July, 2026 to 30<sup>th</sup> July, 2026 (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 [jpvl.investor@jalindia.co.in](mailto:jpvl.investor@jalindia.co.in).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 will also be available on the Company's website [www.jppowerventures.com](http://www.jppowerventures.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of our RTA – Alankit Assignments Ltd. at [www.alankit.com](http://www.alankit.com). The AGM Notice is also disseminated on the website of CDSL, agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)
9. Those Members holding shares in physical form, whose email addresses are not registered with the Company, may register their email address by sending, scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to [jpvl.investor@jalindia.co.in](mailto:jpvl.investor@jalindia.co.in). Members holding shares in demat form can update their email address with their Depository Participant.
10. Members may note that pursuant to the circulars issued by the Securities and Exchange Board of India (SEBI) a special window had been provided for physical shareholders to lodge transfer, transmission, transposition and other related service requests. The said special window remained open up to January 2026, in accordance with the applicable SEBI circulars and prescribed procedures.
11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
13. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
14. Members are advised to refer to the section titled 'Investor Information' provided on the website of the Company.
15. (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.

16. 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.
17. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	27 <sup>th</sup> July, 2026 from 9:00 A.M.
End of remote e-voting	29 <sup>th</sup> July, 2026 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 23<sup>rd</sup> July, 2026, 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.

18. (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](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](http://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.
19. Shri Amit Agarwal, Practising Company Secretary (Membership No. FCS 5311) has been appointed as Scrutinizer and Shri Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) as Alternate Scrutinizer to Scrutinize the voting at the ensuing AGM 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 the Act.

**INSTRUCTION FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER.**

- (i) The voting period begins on 27<sup>th</sup> July, 2026 from 9:00 a.m. and ends on 29<sup>th</sup> July, 2026 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 (record date) of 23<sup>rd</sup> July, 2026 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 meetings **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (token) Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting and voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting and voting during the meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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. 1800 21 09911
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 shareholders **other than individual holding in Demat form**

- The shareholders should Log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and casted your vote earlier e-voting of any company, then your existing login id and password is 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	
<b>PAN</b>	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.

<b>Dividend Bank Details or Date of Birth (DOB)*</b>	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.
--	--

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- Click on the Electronic Voting Sequence Number (EVSN) of "Jaiprakash Power Ventures Limited".
- 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.
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- 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 SHAREHOLDERS AND CUSTODIANS FOR E-VOTING**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [jpvl.investor@jalindia.co.in](mailto:jpvl.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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending meeting & e-Voting on the day of the AGM 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.
- 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 [jpvl.investor@jalindia.co.in](mailto:jpvl.investor@jalindia.co.in). 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 [jpvl.investor@jalindia.co.in](mailto:jpvl.investor@jalindia.co.in). 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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 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 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Shri. Rakesh Dalvi, AVP, 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 toll free no. 1800 21 09911.

**STATEMENT SETTING OUT THE MATERIAL FACTS EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**ITEM NO. 2**

**RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2026-27:**

In terms of Section 148 of the Companies Act, 2013 ("the Act") 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 2026-27 by the Board of Directors, in its meeting held on 4th May 2026 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 Act, 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 or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the **Ordinary Resolutions** set out at Item No. 2 of the accompanying Notice for approval of the Members

**ITEM NO. 3**

**APPOINTMENT OF SHRI SAVAN JAYENDRA PATEL (DIN: 02687808) AS AN EXECUTIVE DIRECTOR DESIGNATED AS WHOLE-TIME DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 22nd May, 2026, appointed Shri Savan Jayendra Patel (DIN: 02687808) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act"). The Board also appointed him as an Executive Director designated as Whole-time Director of the Company for a period of 3 (three) years commencing from 22nd May, 2026, subject to approval of the Members of the Company.

Pursuant to Section 161 of the Act, Shri Savan Jayendra Patel holds office upto the date of the ensuing Annual General

Meeting. The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

Shri Savan Jayendra Patel is a qualified Chartered Accountant and currently serves as the Chief Commercial Officer of Adani Power Limited. He joined the Adani Group in 1998 and possesses nearly three decades of extensive experience within the Group. He is responsible for strategic procurement of domestic and imported coal, power sales and scheduling operations, business development initiatives and techno-commercial activities relating to fuel and logistics. He has played a significant role in optimizing fuel procurement and commercial risk management across the operational thermal power portfolio of Adani Power Limited.

Considering his vast experience, expertise and leadership capabilities, the Board is of the opinion that the appointment of Shri Savan Jayendra Patel as Executive Director designated as Whole-time Director would be beneficial to manage the affairs and management of the Company.

The Company has also received from Shri Savan Jayendra Patel:

- (i) consent to act as Director of the Company pursuant to Section 152 of the Act.
- (ii) disclosures of interest in Form MBP-1 pursuant to Section 184 of the Act, and
- (iii) intimation in Form DIR-8 pursuant to Section 164 of the Act, confirming that he is not disqualified from being appointed as Director.

Shri Savan Jayendra Patel shall be liable to retire by rotation. He shall not be entitled to any remuneration, commission, sitting fees, perquisites or reimbursement of expenses during his tenure as Executive Director designated as Whole-time Director of the Company.

Except Shri Savan Jayendra Patel and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of the accompanying Notice.

**ITEM NO. 4**

**APPOINTMENT OF SHRI JAYADEB NANDA (DIN: 06578925) AS A NON EXECUTIVE, NON INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 22nd May, 2026, appointed Shri Jayadeb Nanda (DIN: 06578925) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") in the category of Non-Executive, Non-Independent Director, liable to retire by rotation.

Pursuant to Section 161 of the Act, Shri Jayadeb Nanda holds office upto the date of the ensuing Annual General Meeting.

Shri Jayadeb Nanda is an accomplished power sector professional with over 34 years of rich experience in the Indian power sector. He has served as Advisor – Operations & Maintenance and former Chief Operating Officer at Adani Power Limited. He commenced his professional career with NTPC Limited as an Executive Trainee and rose to the position of Executive Director heading the Eastern Region operations.

Shri Jayadeb Nanda holds a Bachelor's Degree in Electrical Engineering [B.Sc. Engineering (Honours)] from Sambalpur University, Odisha. He possesses extensive expertise in thermal power plant project execution, commissioning, operations and maintenance.

Considering his vast industry experience and expertise, the Board is of the opinion that the appointment of Shri Jayadeb Nanda as a Non-Executive, Non-Independent Director would be beneficial to the affairs and management of the Company.

The Company has also received from Shri Jayadeb Nanda:

- (i) consent to act as Director of the Company pursuant to Section 152 of the Act,
- (ii) disclosures of interest in Form MBP-1 pursuant to Section 184 of the Act, and
- (iii) intimation in Form DIR-8 pursuant to Section 164 of the Act, confirming that he is not disqualified from being appointed as Director.

Shri Jayadeb Nanda shall be liable to retire by rotation. He shall not be entitled to any commission, sitting fees or reimbursement of expenses during his tenure as Director of the Company.

Except Shri Jayadeb Nanda and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the accompanying Notice for approval by the Members.

#### **ITEM NO. 5**

##### **APPOINTMENT OF SHRI NARESH TELGU (DIN: 01994368) AS A NON EXECUTIVE, NON INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 22nd May, 2026, appointed Shri Naresh Telgu (DIN: 01994368) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") in the category of Non-Executive, Non-Independent Director, liable to retire by rotation.

Pursuant to Section 161 of the Act, Shri Naresh Telgu holds office upto the date of the ensuing Annual General Meeting.

Shri Naresh Telgu is an accomplished professional with over three decades of extensive experience in the energy sector and has led large-scale project development and management across India as well as international markets. He possesses strong expertise in engineering, finance, project execution, operations, regulatory compliance and business expansion across diverse geographies including Asia, Africa and the Middle East.

He is presently associated with the Adani Group and is leading its ambitious portfolio relating to pumped storage and hydro power projects. He also holds key positions in various industry councils and global associations.

Considering his vast industry knowledge, leadership qualities and extensive experience, the Board is of the opinion that the appointment of Shri Naresh Telgu as a Non-Executive, Non-Independent Director would be beneficial to the affairs and management of the Company.

The Company has also received from Shri Naresh Telgu:

- (i) consent to act as Director of the Company pursuant to Section 152 of the Act,
- (ii) disclosures of interest in Form MBP-1 pursuant to Section 184 of the Act, and
- (iii) intimation in Form DIR-8 pursuant to Section 164 of the Act, confirming that he is not disqualified from being appointed as Director.

Shri Naresh Telgu shall be liable to retire by rotation. He shall not be entitled to any remuneration, commission, sitting fees, perquisites or reimbursement of expenses during his tenure as Director of the Company.

Except Shri Naresh Telgu and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 5 of the accompanying Notice for approval by the Members.

#### **ITEM NO.6**

##### **APPOINTMENT OF SMT. SHRUTI ANUP SHAH (DIN: 08337714) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors, at its meeting held on 4th May 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), has proposed the appointment of Smt. Shruti Anup Shah (DIN: 08337714), aged about 45 years, as an Independent Director of the Company, for the term of three consecutive years w.e.f. 1st July, 2026 (i.e from 1st July, 2026 to 30th June, 2029), subject to the approval of the Members.

Smt. Shruti Anup Shah is a Chartered Accountant by profession with over 15 years of rich and diverse experience in the field of taxation and advisory services. She has been a

Partner at Pravin P. Shah & Company, Chartered Accountants since August 2006.

Prior to this, she worked as a Manager with Haribhakti & Company and earlier with Aneja Associates, gaining valuable exposure in professional practice. She is currently engaged in providing Tax Advisory and Estate Planning Services.

She holds a Bachelor's degree in Commerce from NM College and a Bachelor's degree in Law from Jitendra Chauhan College of Law (JCCL), both under the University of Mumbai.

She presently serves on the boards of Balkrishna Industries Limited, Kalyani Steels Ltd., Kalyani Investment Company Limited, Orient Cement Limited, Ajmera Realty & Infra India Limited, ACC Limited, Health and Education Foundation and Landmark Business Service Centre Private Limited.

In terms of compliance with the applicable provisions of the Companies Act, 2013 C and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has received the following from Smt. Shruti Anup Shah:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);
- (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that she is not disqualified under Section 164 of the Act;
- (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and
- (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC and the Board of Directors are of the view that Smt. Shruti Anup Shah is a person of integrity who possesses the requisite skills, expertise, and capabilities. She fulfills the conditions specified under the Act, the Rules made thereunder, and the provisions of the Listing Regulations, as amended.

Further, Smt. Shruti Anup Shah is independent of the management of the Company and is not related to any Director or Key Managerial Personnel KMP of the Company. In view of

her vast experience and expertise, the NRC and the Board believe that her appointment as an Independent Director is in the best interest of the Company.

The terms and conditions of her appointment are available for inspection at the registered office of the Company during business hours on all working days, except Saturdays and Sundays, and are also available on the Company's website at [www.jppowerventures.com](http://www.jppowerventures.com)

She does not hold any equity shares in her own name or in the name of any other person on a beneficial basis of the Company.

Except for Smt. Shruti Anup Shah and/or her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

The Board recommends the **Special Resolution** set out at Item No. 6 of the accompanying Notice for approval by the Members.

#### ITEM NO. 7

#### APPOINTMENT OF SHRI. JAYANT MISRA (DIN: 11277894) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, at its meeting held on 4th May 2026, upon the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Shri. Jayant Misra (DIN: 11277894), aged about 69 years, as an Independent Director of the Company, for the term of three consecutive years w.e.f. 1st July, 2026 (i.e from 1st July, 2026 to 30th June, 2029), subject to the approval of the Members.

Shri. Jayant Misra, IRS (retd), holds a Master's degree in Arts (MA), an MBA in Finance, and a Bachelor's degree in Law (LLB). He has a distinguished career in public service and has held various key positions, including:

- Former Chairman, Settlement Commission, Customs, Excise and Service Tax
- Former Director General, Revenue Intelligence
- Former Director General, GST and Systems
- Former Chief Commissioner, Customs and Central Excise Zone, Vadodara, Gujarat
- Former Development Commissioner, NEPZ, Ministry of Commerce
- Former OSD/Joint Secretary/Director, Rajya Sabha
- Former Lecturer (Assistant Professor), Allahabad University

His professional journey reflects an impressive career in government service, with significant contributions in the areas of revenue intelligence, taxation, and systems administration. Outside his professional responsibilities, he enjoys photography, travel, and reading. He currently serves on the board of Gujarat State Petronet Limited.

In terms of compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has received the following from Shri. Jayant Misra:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);
- (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC and the Board of Directors are of the view that Shri. Jayant Misra is a person of integrity who possesses the requisite skills, expertise, and capabilities. He fulfills the conditions specified under the Act, the Rules made thereunder, and the provisions of the Listing Regulations, as amended.

Further, he is independent of the management of the Company and is not related to any Director or Key Managerial Personnel of the Company. In view of his vast experience and expertise, the NRC and the Board believe that his appointment as an Independent Director is in the best interest of the Company.

The terms and conditions of appointment of Independent Director is available for inspection to the Members as part of material documents for inspection. The same is also available on Company's website viz. [www.jppowerventures.com](http://www.jppowerventures.com).

He does not hold any equity shares in his own name or in the name of any other person on a beneficial basis of the Company.

Except Shri. Jayant Misra and/or his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 7 of the accompanying Notice.

The Board recommends the **Special Resolution** at Item No. 7 of the accompanying Notice for approval by the Members.

#### ITEM NO. 8

#### APPOINTMENT OF SHRI. MUKESH M. SHAH (DIN:00084402) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors at its meeting held on 4th May, 2026, has, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), proposed the appointment of Shri. Mukesh M. Shah (DIN:00084402), aged about 73 years, as an Independent Director of the Company, for the term of three consecutive years w.e.f 1st November, 2026 (i.e from 1st November, 2026 to 31st October, 2029), subject to the approval of the Members.

Shri Mukesh M. Shah is a highly experienced and distinguished Chartered Accountant, with over 30 years of experience in finance and corporate advisory. He is the Founder and Managing Partner of Mukesh M. Shah & Co., established in 1978, which has grown into a leading firm with over 75 professionals across three locations in India. His expertise spans across various domains such as Audit & Assurance, Tax & Regulatory Matters, Transaction Advisory, Due Diligence, Corporate Restructuring, Mergers & Demergers, Valuations, Acquisitions & Sales, Project Finance, and FEMA & Regulatory Compliance.

In addition to his professional achievements, Shri Mukesh M. Shah is actively involved in the field of education and social development. He serves as the Managing Trustee of a prominent educational institution in Ahmedabad, which operates five colleges and provides education to over 6,500 students. His contributions to the academic and professional growth of students have been significant.

Shri Mukesh M. Shah has also been associated with various professional organizations, including the Chartered Accountants Association, Ahmedabad, and the ITAT Bar Association, Ahmedabad, where he has made notable contributions to the development of the accounting and taxation profession.

He is associated with several companies across the energy, infrastructure, manufacturing, engineering, and investment sectors. Presently, he serves on the boards of Vinpack (India) Private Limited, Adani Solar Energy Four Limited, Adani Solar Energy Kutchh Two Private Limited, Adani Solar Energy Kutchh One Limited, Adani Total Gas Limited, Adani Solar Energy AP Six Private Limited, Metalex Commodities Private Limited, Aajkal Investments Pvt Ltd, Inspiron Engineering Private Limited, Shreyans and Smruti Investment Ltd. and Asian Granito India Limited.

In terms of compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has received the following from Shri Mukesh M. Shah:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);

- (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and
- (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC and the Board of Directors are of the view that Shri Mukesh M. Shah is a person of integrity who possesses the requisite skills, expertise, and capabilities. He fulfills the conditions specified under the Act, the Rules made thereunder, and the provisions of the Listing Regulations, as amended.

Further, he is independent of the management of the Company and is not related to any Director or Key Managerial Personnel of the Company. In view of his vast experience and expertise, the NRC and the Board believe that his appointment as an Independent Director is in the best interest of the Company.

It is also proposed that, as per Regulation 17(1A) of the Listing Regulations, approval is required by a Special Resolution for the appointment or continuation of a Non-Executive Director who has attained the age of 75 years.

Shri Mukesh M. Shah being aged 73 years will attain the age of 75 years on 31st January 2028 during his tenure starting w.e.f. 1st November 2026. In view of this, the Board proposes to take the approval of the Members in advance with respect to his appointment as an Independent Director even after he attains the age of 75 during his current tenure subjected to approval of Shareholders, as required by the Regulation.

The terms and conditions of appointment of Independent Director is available for inspection to the Members as part of material documents for inspection. The same is also available on Company's website viz. [www.jppowerventures.com](http://www.jppowerventures.com).

He does not hold any equity shares in his own name or in the name of any other person on a beneficial basis of the Company. Except Shri Mukesh M. Shah and/or his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 8 of the accompanying Notice.

The Board recommends the Special Resolution set out at

Item No. 8 of the accompanying Notice for approval by the Members.

#### **ITEM NO. 9, 10 & 11**

#### **PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO FORMER EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS AND CERTAIN PRESENT NON-EXECUTIVE DIRECTORS NON-EXECUTIVE DIRECTOR:**

The shareholders of the Company are aware that the affairs of the Company during the financial year 2025-26 were managed under the guidance and supervision of the Board of Directors comprising experienced professionals having expertise in various functional areas including business strategy, project execution and risk management. The Board and senior management played a significant role in strategic decision making, strengthening governance standards and ensuring regulatory compliance.

The financial performance of the Company during the financial year 2025-26 reflects improvement in operational and financial parameters attributable, inter alia, to the guidance and leadership provided by the former Executive Directors and Non-Executive Director including former Non-Executive Director during their tenure in the said financial year.

The members may recall that Shri Manoj Gaur, Non-Executive Director and former Chairman of the Company, played a significant role in establishment of key hydro power and thermal power projects of the Company, which continue to contribute substantially towards the revenue and profitability of the Company. Under his leadership, Shri Sunil Kumar Sharma, former Vice Chairman, Shri Suren Jain, former Managing Director & CEO and Shri Praveen Kumar Singh, former Whole-time Director managed the affairs of the Company efficiently and contributed towards achievement of various operational and strategic objectives of the Company during the financial year 2025-26.

Independent Directors, including those who ceased to hold office and those continuing on the Board, have also added considerable value by providing objective oversight and strengthening governance practices during the financial year 2025-26. Their diverse expertise and experience across industries contributed significantly to informed decision-making, strategic direction and enhancement of corporate governance standards of the Company.

The Board is of the view that the Director who served during the financial year 2025-26 deserve to be suitably remunerated in recognition of their contribution, leadership, professional expertise and efforts rendered during their tenure in the said financial year.

It is pertinent to add that the overall limit is prescribed for commission under Section 197 of the Companies Act, 2013 ("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 of the Act.

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") 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 Listing Regulations the approval of shareholders by Special Resolution shall be obtained every year, where 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 Act, for the financial year ending on 31st March, 2026.

**(i) PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO FORMER EXECUTIVE DIRECTORS WHO SERVED DURING FINANCIAL YEAR 2025-26:**

In accordance with the provisions of Section 197 read with Schedule V of the Act, the proposed remuneration payable to each of the former 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 former Executive Directors is within threshold limit of 10% of the Net Profit of the Company, calculated in accordance with Section 198 of the Act.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee at their respective meetings held on 4th May, 2026, approved payment of remuneration by way of commission on the basis of Net profit as per Section 198 of financial year ended on 31st March, 2026 to the following former Executive Directors for the financial year ended 31st March, 2026, subject to approval of shareholders:

Sl. No.	Name (S/Shri)	Designation	Date of appointment	Tenure (Year & Month)	Proposed Commission upto (Rs. in lakhs)
1.	Shri Sunil Kumar Sharma (Till 22.05.2026)	Former Vice Chairman	12.01.2010	16 Y, 05 M	2.00
2.	Shri Suren Jain (Till 22.05.2026)	Former Managing Director & CEO	12.01.2010	16 Y, 05 M	3.00
3.	Shri Praveen Kumar Singh (Till 22.05.2026)	Former Whole-time Director	11.08.2011	14 Y, 10 M	1.50
<b>TOTAL</b>					<b>6.50</b>

The total remuneration payable to the aforesaid former Executive Directors, including salary, perquisites and commission relating to the period during which they served as Executive Directors during FY 2025-26, is as under:

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 (Till 22.05.2026)	Former Vice Chairman	2.80	2.00	4.80
2.	Shri Suren Jain (Till 22.05.2026)	Former Managing Director & CEO	4.02*	3.00	7.02
3.	Shri Praveen Kumar Singh (Till 22.05.2026)	Former Whole-time Director	2.60*	1.50	4.01
<b>TOTAL</b>			<b>9.42</b>	<b>6.50</b>	<b>15.92</b>

\*Including Employer contribution to PF

The aforesaid remuneration by way of commission payable to all former Executive Directors shall, in aggregate, remain within the limits prescribed under Section 197 read with Section 198 of the Act, and shall be in addition to salary, perquisites and other benefits paid for the period during which they served as Executive Directors during FY 2025-26.

Accordingly, approval of the Members is sought for payment of remuneration by way of commission to the aforesaid former Executive Directors.

Save and except the above former Executive Directors and their relative, none of the Directors, Key Managerial Personnel of the Company may be deemed to be concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the **Ordinary Resolutions** set out at Item No. 9 of the accompanying Notice for approval of the Members.

**(ii) PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON- EXECUTIVE DIRECTORS INCLUDING FORMER NON-EXECUTIVE DIRECTOR**

Sl. No.	Name (S/Shri/Smt.)	Designation	Date of appointment	Tenure (Year & Month)	Proposed Commission upto (Rs. in lakhs)
1.	Shri Manoj Gaur	Former Chairman	10.12.2002	23 Y, 06 M	4.00
2.	Smt. Binata Sengupta	Independent Director	02.07.2020	05 Y, 10 M	0.20
3.	Dr. Vandana R. Singh	Independent Director	27.07.2020	05 Y, 09 M	0.20
4.	Shri Sudhir Mital	Independent Director	07.11.2020	05 Y, 06 M	0.20
5.	Dr. Dinesh Kumar Likhi (Till 22.05.2026)	Independent Director	06-08-2021	04 Y, 09 M	0.20
6.	Prof. Suresh Chandra Saxena (Till 22.05.2026)	Independent Director	21.03.2025	01 Y, 02 M	0.20
<b>TOTAL</b>					<b>5.00</b>

The aforesaid remuneration by way of commission payable to all Non-Executive Directors, including former Non-Executive Directors, shall in aggregate remain within the limits prescribed under Section 197 read with Section 198 of the Act. The said remuneration shall be in addition to sitting fees and reimbursement of expenses paid/payable for attending meetings of the Board of Directors and/or Committees thereof during the financial year 2025-26.

Accordingly, approval of the Members of the Company is sought for payment of remuneration by way of commission to the aforesaid Non-Executive Directors, including former Non-Executive Directors, within the applicable statutory limits.

Save and except the above Non-Executive Directors including Non-Executive Director and their relatives none of the Directors, Key Managerial Personnel of the Company may be deemed to be concerned or interested, financially or otherwise, in this

In accordance with the provisions of Section 197 read with Schedule V of the Act, the proposed remuneration payable to the Non-Executive Directors, including former Non-Executive Directors who served during the financial year 2025-26, is within the limit of 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, excluding sitting fees and reimbursement of expenses payable for attending meetings of the Board and/or Committees thereof.

Regulation 17(6)(a) of the Listing Regulations authorizes the Board of Directors to recommend all fees and compensation, if any, payable to Non-Executive Directors, including Independent Directors, subject to approval of the Members.

The Board of Directors, on the recommendations of the Nomination & Remuneration Committee ("NRC") and approval of the Audit Committee at their respective meetings held on 4th May, 2026, approved payment of remuneration by way of commission, based on net profits computed under Section 198 of the Act, for the financial year ended 31st March, 2026, to the following Non-Executive Directors, including former Non-Executive Directors who served during the financial year 2025-26:

Resolution.

The Board recommends the **Ordinary Resolutions** set out at Item No. 10 of the accompanying Notice for approval of the Members.

**(iii) PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO ONE FORMER NON-EXECUTIVE DIRECTOR EXCEEDING FIFTY PERCENT OF COMMISSION PAYABLE TO ALL NON-EXECUTIVE DIRECTORS:**

As the members are aware, Shri Manoj Gaur (DIN: 00008480), former Chairman and Non-Executive Director of the Company, was one of the longest serving Directors on the Board of the Company and had not drawn any remuneration during his tenure except commission of Rs. 1.5 crore and Rs. 2 crore paid to him for the financial year 2024-25 and 2025-26 respectively. Under his leadership and with the continuous efforts of the senior management team, the Company has been able to achieve

significant operational and financial milestones, including repayment of approximately 40% of the restructured loans.

Regulation 17(6)(ca) of the Listing Regulations provides that approval of shareholders by way of 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.

Based on the recommendations of the Nomination & Remuneration Committee and approval of the Audit Committee, the Board of Directors at its meeting held on 4th May, 2026 approved payment of remuneration by way of commission up to Rs. 4 crore to Shri Manoj Gaur, who served as Chairman and Non-Executive Director during the financial year 2025-26, subject to approval of the shareholders.

Accordingly, approval of the Members of the Company is sought for payment of remuneration by way of commission of Rs. 4 crore to Shri Manoj Gaur, being more than 50% (fifty percent) of the total commission payable to all Non-Executive Directors for the financial year 2025-26.

Save and except Shri Manoj Gaur and his relatives, 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.

The Board recommends the **Special Resolutions** set out at Item No. 11 of the accompanying Notice for approval of the Members.

**DETAILS OF DIRECTORS AS PER SS-2 (SECRETARIAL STANDARD ON GENERAL MEETINGS) AND REGULATION 36 (3) OF SEBI (LODR) REGULATIONS, 2015**

Particulars	Shri Manoj Gaur (Former Chairman)	Shri Sunil Kumar Sharma (Former Vice Chairman)	Shri Suren Jain (Former Managing Director & CEO)
	(1)	(2)	(3)
<b>Age</b>	<b>61 years</b>	<b>66 years</b>	<b>55 years</b>
<b>Qualifications</b>	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.
<b>Experience</b>	Shri Manoj Gaur has over 41 years rich experience in all spheres of Corporate Management. Shri Manoj Gaur 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 47 years of varied experience in planning, procurement, execution and management in the fields of cement, power, realty, expressways, tourism & hospitality, sports, healthcare etc. Shri Sunil Kumar Sharma has been primarily responsible for planning & execution of large infrastructure projects of the Jaypee Group	Shri Suren Jain has over 32 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.
<b>Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	N.A.	N.A.	N.A.
<b>Date of first appointment on the Board</b>	10th December, 2002	12th January, 2010	12th January, 2010
<b>Shareholding in the company</b>	41,400 equity shares	5,700 equity shares	71,100 equity shares
<b>No. of Board Meetings attended</b>	3	4	5

Particulars	Shri Manoj Gaur (Former Chairman)	Shri Sunil Kumar Sharma (Former Vice Chairman)	Shri Suren Jain (Former Managing Director & CEO)
	(1)	(2)	(3)
<b>Directorships, Membership/ Chairmanship of Committees of other Boards</b>	1. MP Jaypee Coal Limited 2. Jaypee Cement Corporation Limited (under CIRP) 3. Kanpur Fertilizers & Chemicals Limited 4. Jaypee Infra Ventures Private Limited 5. Jaypee Jan Sewa Sansthan 6. Bhilai Jaypee Cement Limited (Under CIRP) 7. JIL Information Technology Limited 8. Indesign Enterprise Private Limited	1. Jaypee Ganga Infrastructure Corporation Limited 2. Jaypee Fertilizers & Industries Limited 3. Jaypee Infrastructure Development Limited 4. Jaypee Arunachal Power Limited 5. Indesign Enterprises Private Limited 6. Resurgent India Food & Fuel Service Private Limited	1. JIL Information Technology Limited • Audit Committee-Chairman 2. Jaypee Hotels Limited • Corporate Social Responsibility Committee-Member • Remuneration Committee-Member 3. Jaypee Infrastructure Development Limited 4. Yamuna Expressway Tolling Limited 5. Jaypee Uttar Bharat Vikas Private Limited 6. Manush Aushadhi and Anusandhan Limited 7. Akasva Associates Private Limited 8. Sunil Hitech Energy Private Limited 9. SHEL Investments Consultancy Private Limited 10. MSMC Adkoli Natural Resources Limited 11. Glassfull Ventures LLP
<b>Listed entities from which the Director has resigned in the past three years</b>	NIL	NIL	NIL
<b>Details of remuneration last drawn</b>	Refer to the Report on Corporate Governance.	Refer to the Report on Corporate Governance.	Refer to the Report on Corporate Governance.

Particulars	Shri Praveen Kumar Singh (Former Whole-time Director)	Dr. Dinesh Kumar Likhi (Former Independent Director)	Shri Sudhir Mital (Independent Director)
	(4)	(5)	(6)
<b>Age</b>	<b>53 years</b>	<b>65 years</b>	<b>72 years</b>
<b>Qualifications</b>	Bachelors' Degree in Civil Engineering from the University of Bangalore.	B.E. (Metallurgy from IIT Roorkee - Gold Medallist) and M.E. (Metallurgy) from NIT Raourkela. MBA from MSM, the Netherlands, Ph.D. from IIT Delhi.	Graduate from Allahabad University with a Master's degree in Indian History. Additional Master's in Rural Development from University of Birmingham, UK.

Particulars	Shri Praveen Kumar Singh (Former Whole-time Director)	Dr. Dinesh Kumar Likhi (Former Independent Director)	Shri Sudhir Mital (Independent Director)
	(4)	(5)	(6)
<b>Experience</b>	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	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	Shri Sudhir Mital has 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.
<b>Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	N.A.	N.A.	N.A.
<b>Date of first appointment on the Board</b>	11th August, 2011	6th August, 2021	7th November, 2020
<b>Shareholding in the company</b>	3,50,000 equity shares	Nil	Nil
<b>Number of Meetings of the Board attended during the year (2025-26)</b>	3	5	4
<b>Directorships, Membership/ Chairmanship of Committees of other Boards</b>	1. Jaypee Meghalaya Power Limited	1. Bhilai Jaypee Cement Limited 2. Wepuko Pahnke Technology India Private Limited	1. Hindalco Industries Limited <ul style="list-style-type: none"> <li>• Stakeholders Committee-Chairman</li> <li>• Corporate Social Responsibility-Member</li> <li>• Audit Committee-Member</li> <li>• Finance- Member</li> </ul> 2. Hindalco-Almex Aerospace Limited <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> </ul> 3. Novelis Corporation
<b>Listed entities from which the Director has resigned in the past three years</b>	NA	NA	NA
<b>Details of remuneration</b>	Refer to the Report on Corporate Governance.	Refer to the Report on Corporate Governance.	Refer to the Report on Corporate Governance.

Particulars	Dr. Vandana R. Singh (Independent Director)	Smt. Binata Sengupta (Independent Director)	Prof Suresh Chandra Saxena (Former Independent Director)
	(7)	(8)	(9)
<b>Age</b>	<b>65 years</b>	<b>67 years</b>	<b>76 years</b>
<b>Qualifications</b>	Ph.D. in English Literature on Indian Writings in English (1993)	Post-graduate from Delhi University in History	B.E. Electrical from Allahabad University, M.E. Electrical (Meas. & Inst.), and Ph.D. Electrical (Biomedical Engg.) from I.I.T. Roorkee (erstwhile University of Roorkee).
<b>Experience</b>	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.	Smt. Binata Sengupta is exbanker 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. Saxena joined as a faculty of Electrical Engg. Deptt. of I.I.T. Roorkee in 1973 and rose upto the level of Professor, Head of Deptt. and Dean. He has guided 28 Ph.D. Theses, 75 ME/ M.Tech. / M.Phil Dissertations, over 100 U.G. Projects, published over 200 research papers, organized/ mentored over 30 conferences, edited 05 conference proceedings, written 06 monographs, organized 26 specialized courses for industry and handled 12 sponsored research schemes and was on Editorial Advisory Board of RITES Journal. During his bright carrier, he has received 18 awards/prizes/honours including Khosla Gold Medal and Cash award (2 times), President of India's Prize, Jawahar Lal Memorial Award, K.F. Antia Memorial Prize, Sir Thomas Ward Memorial Prize, K.S. Krishnan Memorial Award; honoured in Oct. 2006 as 'Outstanding Technologists' by Punjab Technical University; 'Pride of Uttaranchal' in November 2006 by Dehradun Citizen's Council; 'Uttarakhand Ratan' in April 2008 by All India Conference of Intellectuals, received Corps of Engineers Prize in 2008, awarded for "Outstanding Contribution to Higher Education in India" in 18th Business School Affaire & Dewang Mehta Business School Awards in Nov. 2010 and honoured as "Eminent Engineering Personality" by IE(I) in 25th Indian Engineering Congress at Kochi in Dec. 2010.

Particulars	Dr. Vandana R. Singh (Independent Director)	Smt. Binata Sengupta (Independent Director)	Prof Suresh Chandra Saxena (Former Independent Director)
	(7)	(8)	(9)
Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	N.A.	N.A.	N.A.
Date of first appointment on the Board	27th July 2020	2nd July, 2020	21st March, 2025
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
Numbers of Board Meetings attended during the year (2025-26)	5	5	5
Directorships, Membership/ Chairmanship of Committees of other Boards	1. Schoolnet India Limited <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Nomination &amp; Remuneration Committee-Chairperson</li> <li>Committee -Chairperson</li> </ul> 2. Learnet Skills Limited <ul style="list-style-type: none"> <li>Audit Committee-Member</li> <li>Nomination &amp; Remuneration Committee-Chairperson</li> </ul>	NIL	1. JIL Information Technology Limited <ul style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Nomination and Remuneration Committee-Member</li> <li>Finance Committee-Member</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Details of remuneration last drawn	Refer to the Report on Corporate Governance	Refer to the Report on Corporate Governance	Refer to the Report on Corporate Governance

Particulars	Smt. Shruti Anup Shah (Proposed Independent Director) (New Appointee)	Shri Jayant Misra (Proposed Independent Director) (New Appointee)	Shri Mukesh M. Shah (Proposed Independent Director) (New Appointee)
	(10)	(11)	(12)
Age	45 years	69 years	73 years
Qualifications	Chartered Accountant, commerce graduate from NM College and law graduate from Jitendra Chauhan College of Law (JCCL), both under the University of Mumbai	IRS (retd), MA, MBA (Finance), LLB	Chartered Accountant, M. Com. LL.B., FCA

Particulars	Smt. Shruti Anup Shah (Proposed Independent Director) (New Appointee)	Shri Jayant Misra (Proposed Independent Director) (New Appointee)	Shri Mukesh M. Shah (Proposed Independent Director) (New Appointee)
	(10)	(11)	(12)
<b>Experience</b>	<p>Shruti Anup Shah has worked as a manager with Haribhakti &amp; Company and prior to that with Aneja Associates.</p> <p>She is engaged in providing Tax Advisory and Estate Planning Services. Ms. Shruti has over 15 years of rich and diverse experience in various fields</p>	<p>Former Chairman, Settlement Commission, Customs, Excise and Service Tax; Director General, Revenue Intelligence; Director General, GST and Systems; Chief Commissioner, Customs and Central Excise Zone, Vadodara, Gujarat; Development Commissioner, NEPZ, Ministry of Commerce; OSD/Joint Secretary/Director, Rajya Sabha. Formerly also Lecturer (Assistant Professor), Allahabad University</p>	<p>Mukesh M. Shah was the Founder of the firm Mukesh M. Shah &amp; Co. and Managing Partner, with more than 30 years' experience</p>
<b>Terms and Conditions of Appointment/ Re-Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	For first term of 3 years w.e.f. 1st July, 2026	For first term of 3 years w.e.f. 1st July, 2026	For first term of 3 years w.e.f. 1st November, 2026
<b>Date of first appointment on the Board</b>	Nil	Nil	Nil
<b>Shareholding in the company</b>	Nil	Nil	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
<b>Numbers of Board Meetings attended during the year (25-26)</b>	N.A.	N.A.	N.A.
<b>Directorships, Membership/ Chairmanship of Committees of other Boards</b>	<ol style="list-style-type: none"> <li>Balkrishna Industries Limited                             <ul style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Nomination and Remuneration Committee- Member</li> <li>Stakeholder Relationship Committee- Member</li> <li>Corporate Social Responsibility Committee- Member</li> </ul> </li> <li>Kalyani Steels Ltd.                             <ul style="list-style-type: none"> <li>Audit Committee- Member</li> </ul> </li> <li>Kalyani Investment Company Limited                             <ul style="list-style-type: none"> <li>Audit Committee- Member</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>Gujarat State Petronet Limited                             <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee- Chairman</li> <li>Audit Committee- Member</li> <li>Risk Management Committee- Member</li> <li>Nomination and Remuneration Committee- Member</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>Vinpack (India) Private Limited</li> <li>Adani Solar Energy Four Limited</li> <li>Adani Solar Energy Kutchh Two Private Limited</li> <li>Adani Solar Energy Kutchh One Limited                             <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee- Chairman</li> </ul> </li> </ol>

Particulars	Smt. Shruti Anup Shah (Proposed Independent Director) (New Appointee)	Shri Jayant Misra (Proposed Independent Director) (New Appointee)	Shri Mukesh M. Shah (Proposed Independent Director) (New Appointee)
	(10)	(11)	(12)
	<p>4. Orient Cement Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee- Chairperson</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Risk Management Committee- Chairperson</li> <li>• Corporate Social Responsibility Committee- Member</li> <li>• Corporate Responsibility Committee- Member</li> </ul> <p>5. Ajmera Realty &amp; Infra India Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholder Relationship Committee- Chairperson</li> <li>• Nomination and Remuneration Committee- Member</li> </ul> <p>6. ACC Limited</p> <p>7. Health and Education Foundation</p> <p>8. Landmark Business Service Centre Private Limited</p>		<p>7. Adani Total Gas Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee- Chairman</li> <li>• Stakeholder Relationship Committee- - Member</li> <li>• Nomination and Remuneration Committee- - Member</li> <li>• Risk Management Committee- - Member</li> <li>• Corporate Social Responsibility Committee- Chairman</li> <li>• Public Consumer Committee- - Member</li> <li>• Merger &amp; Acquisition Committee- - Member</li> </ul> <p>8. Adani Solar Energy AP Six Private Limited</p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee- Member</li> </ul> <p>9. Metalex Commodities Private Limited</p> <p>10. Aajkal Investments Pvt Ltd</p> <p>11. Inspiron Engineering Private Limited</p> <p>12. Shreyans and Smruti Investment Ltd.</p> <p>13. Asian Granito India Limited</p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Chairman</li> </ul>
<b>Listed entities from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>Details of remuneration last drawn</b>	Nil	Nil	Nil