

**Notice of Offer for Sale by a Member of the Promoter Group of Jaiprakash Power
Ventures Limited to the Stock Exchanges**

Pursuant to clause 5(b) of circular number CIR/MRD/DP/05/2012 dated February 1, 2012, as amended by circular number CIR/MRD/DP/7/2012 dated February 23, 2012 and circular number CIR/MRD/DP/8/2012 dated February 27, 2012, notified by the Securities and Exchange Board of India (the "**SEBI Circulars**"), Jaypee Infra Ventures (A Private Company with Unlimited Liability) (the "**Seller**") incorporated on March 30, 2011 and having a corporate identity number U74140DL2011ULT216778 and having its registered office at 1095, Sector A, Pocket A, Vasant Kunj, New Delhi-110070, proposes to sell an aggregate of 5,00,00,000 equity shares of face value of Rs. 10 each of Jaiprakash Power Ventures Limited (the "**Company**", and such equity shares referred to as the "**Sale Shares**") on 29th June, 2012 exclusively through the Seller's broker named below through a sale on the separate window provided by the stock exchanges for this purpose (the "**Sale**") under notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012 issued by the BSE Limited (the "**BSE**") and under circular reference number 2/2012 dated February 21, 2012 and circular reference number 73/2012 dated February 24, 2012 and circular reference number 5/2012 dated February 29, 2012 issued by the National Stock Exchange of India Limited (the "**NSE**").

The details of the Sale being made in accordance with the SEBI Circulars are set forth below. Other important information in relation to the Sale is set out below under the heading "**Important Information**", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	Name of the Seller (Promoter/Promoter Group)	Jaypee Infra Ventures (A Private Company with Unlimited Liability) incorporated on March 30, 2011, having its registered office at 1095, Sector A, Pocket A, Vasant Kunj, New Delhi-110070
2.	Name of the company whose shares	Jaiprakash Power Ventures Limited

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	are proposed to be sold and ISIN	ISIN: INE351F01018
3.	Name of the stock exchanges where orders shall be placed	BSE and NSE (together, the "Stock Exchanges")
4.	Name of the designated stock exchange	BSE
5.	Date and time of opening and closing of the sale	The Sale shall take place at the separate window of the Stock Exchanges and shall commence on 29 th June, 2012 at 9.15 a.m Indian Standard Time, and shall close the <i>same</i> day at 3.30 p.m. Indian Standard Time ("Sale Date"). Modification/cancellation of the order will be allowed on the Sale Date, except during the last 30 minutes of the Sale Date.
6.	Allocation methodology	<p>The allocation shall be on a proportionate basis at a single clearing price in accordance with the SEBI Circulars.</p> <p>25% of the total number of equity shares being offered in the Sale shall be reserved for allocation to Mutual Funds (as defined below) and Insurance Companies (as defined below) subject to the receipt valid bids/orders at or above the clearing price in accordance with the SEBI Circulars.</p> <p>No single buyer other than mutual funds registered with the Securities and Exchange Board of India under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended ("Mutual Funds"), and the insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended (the "Insurance Companies"), shall be allocated 25% of the</p>



		size of the Sale. Any unsubscribed portion thereof will be available to other bidders.
7.	Total number of equity shares being offered in the Sale	5,00,00,000
8.	Name of the broker(s) on behalf of the Seller (the "Seller's Broker")	Goldman Sachs (India) Securities Private Limited
9.	Floor Price (the "Floor Price")	Rs.33.50 (Rupees Thirty three point five zero)
10.	Conditions for withdrawal of the Sale	The Seller reserves the right to not proceed with the Sale at any time prior to one hour before the time of opening of the Sale on the Sale Date. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
11.	Conditions for cancellation of the Sale	In the event the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for sale, the Seller reserves the right to either conclude the Sale to the extent of subscription or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
12.	Conditions for participating in the Sale	<ol style="list-style-type: none"> 1. Modification and cancellation of bids in the Sale shall not be allowed in the last 30 minutes before the closure of the Sale. 2. Buyers shall deposit 100% of the order value in cash up front with the Stock Exchanges, at the time of bidding in the Sale. 3. Buyer shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax.

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Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) who makes a bid and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Sale is being carried out in reliance with the SEBI Circulars. There will be no public offer of the Sale Shares in India or any other jurisdiction. Accordingly, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act, 1956, as amended and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and/or submitted to or registered with the Registrar of Companies, in India, the Securities and Exchange Board of India (the "**SEBI**"), the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction, or circulated or distributed to any person in India or any other jurisdiction.

The buyers' commitments should be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges, together with the information contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the successful buyers. This Notice does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons within or outside India. Buyers should seek appropriate legal advice prior to participating in the Sale.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (an "**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, including, without limitation and subject to certain exceptions, the United States of America, Canada Australia and Japan. This Notice and the information contained herein are not for publication or distribution,



directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such Other Jurisdiction.

This Notice is neither an offer to sell nor a solicitation for an offer to buy any Sale Shares in the United States. This Notice and information contained herein are not for release, publication or distribution, in whole or in part, in or into the United States.

The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state or any other jurisdiction and are being offered and sold in offshore transactions in reliance on Regulation S under the Securities Act ("Regulation S").

By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, and (i) located outside the United States (within the meaning of Regulation S), (ii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S and (iii) not an affiliate of the Company's or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a buyer in connection with the Sale, broker will be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has engaged or will engage in (a) any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares or in any conduct involving a public offering (within the meaning of Section 4(2) of the Securities Act) or (b) any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares.

For and on behalf of

Jaypee Infra Ventures

(A Private Company with Unlimited Liability)



Manoj Gaur

Director

Dated : 27th June, 2012