JAIPRAKASH
POWER VENTURES LIMITED

26th February, 2013

Scrip Code: 532627

Symbol: JPPOWER

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

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

Sub: Qualified institutions placement of equity shares of Rs. 10/- each ("Equity Shares") by Jaiprakash Power Ventures Limited (the "Company") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") to Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations ("Issue")

In relation to the captioned Issue, we certify/confirm as follows:

1. The Issue opened on 19th February, 2013 and closed on 22nd February, 2013.

2. The relevant date for the Issue was 19th February, 2013.

3. The Board of Directors of the Company (the "**Board**") at their meeting held on 14th March, 2012 and shareholders of the Company through resolution passed by way of Postal Ballot on 27th April, 2012, had approved subject to all statutory and regulatory approvals, issuance of equity shares of face value of Rs.10 each including by way of qualified institutional placement (QIP) or through FCCBs/ADRs/GDRs/OCPs/CCPs/ECBs with rights of conversion into equity shares etc. upto an aggregate amount of Rs.3500 crores at a price and other terms and conditions to be decided by Board /Committee of Directors in accordance with the relevant regulations/guidelines including those issued by SEBI and the Board/ Committee of Directors to do all such acts necessary to effect the allotment of equity shares.

4. Pursuant to the above resolution, the Committee of Directors at its meeting held on 26th February, 2013 has pursuant to the Issue, approved the creation, issue and allotment of 31,32,45,961 Equity Shares of Rs.10 each at a premium of Rs.20.33 per share aggregating to Rs.950 crore (which is equivalent to approximately US$ 175 million) to the allottees.

JAIPRAKASH POWER VENTURES LIMITED

JAYPEE GROUP

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5. The total number of allottees under the Issue is 33 and the allottees have been calculated in accordance with Regulation 87(2) of SEBI ICDR Regulations. Further, various schemes under the same mutual fund have been clubbed as a single allottee.

6. The Issue is in compliance with Chapter VIII of the SEBI ICDR Regulations.

7. The Equity Shares allotted pursuant to the Issue are ranking *pari passu* in all respects including dividend entitlement with the existing Equity Shares of the Company.

8. Attached is a certified copy of the resolution passed by the Committee of Directors on 26th February,2013 for your information and records.

Thanking you,

Yours faithfully
For Jaiprakash Power Ventures Limited

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

encl: as above

Certified True copy of the Resolution to be passed by the Committee of Directors of the Board of Directors of Jaiprakash Power Ventures Limited (the "Company") held on 26th February, 2013

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, the provisions of all other applicable laws and regulations and pursuant to the Resolution passed by the Board of Directors of the Company on March 14, 2012 and shareholders of the Company on April 27, 2012 and the Placement Document dated 22nd February, 2013, the approval of the Committee of Directors be and is hereby accorded for the creation, issue and allotment of 31,32,45,961 equity shares of Rs.10 each ("**Equity Shares**") to the applicants as per the list placed on the table and annexed hereto as "**Annexure – A**", at the Issue Price of Rs. 30.33 per Equity Share (including Rs.20.33 towards securities premium) against the receipt of full payment of application monies in the Escrow Account aggregating to Rs.9,50,07,49,996.79, in accordance with the details specified in the confirmation of allocation note (**"CAN"**) and the application form (**"Application Form"**) for the Issue."

"RESOLVED FURTHER THAT the Equity Shares allotted as above, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, shall rank *pari-passu* with the existing Equity Shares of the Company and shall be entitled to such dividends and corporate benefits, if any, declared by the Company after the allotment."

"RESOLVED FURTHER THAT the Company do apply for listing of Equity Shares allotted as above by way of the Placement Document to the BSE Limited and the National Stock Exchange of India Limited(together, the "**Stock Exchanges**")."

"RESOLVED FURTHER THAT the Equity Shares be credited to the beneficiary accounts of the allottees by way of corporate action with NSDL/CDSL after obtaining listing approvals from the Stock Exchanges."

"RESOLVED FURTHER THAT Shri Manoj Gaur, Chairman, Shri Sunil Kumar Sharma, Vice Chairman & CEO, Shri Suren Jain, Managing Director & CFO, Shri R.K. Narang, Whole-time Director and Shri M.M. Sibbal, Sr. General Manager & Company Secretary, be and are hereby severally authorized to apply for the final listing and trading approvals with Stock Exchanges and to do such all acts and deeds as may be required to give effect to the aforesaid Resolution."

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"RESOLVED FURTHER THAT Shri Manoj Gaur, Chairman, Shri Sunil Kumar Sharma, Vice Chairman & CEO Shri Suren Jain, Managing Director & CFO, Shri R.K.Narang, Whole-time Director and Shri M.M.Sibbal, Sr. General Manager & Company Secretary, be and are hereby severally authorized to ensure the listing and trading of the shares allotted in consultation with the Registrar and the BRLMs and make necessary disclosures, if any, to all the Stock Exchanges in accordance with the terms of the Equity Listing Agreement and the relevant SEBI regulations as may be required and also inform other regulatory authorities about the allotment, wherever necessary and to do all such acts and deeds as may be required to give effect to the aforesaid Resolutions."

"RESOLVED FURTHER THAT the names of the allottees as shown in the list attached as **Annexure A**, be entered in the Register of Members /Register of Beneficial Owners of the Company as the members / Register of Beneficial Owners of the Company and the amount lying in Share Application amount be transferred to Share Capital Account @ Rs.10 per share and to Securities Premium account @ Rs.20.33 per share."

CERTIFIED TRUE COPY
For JAIPRAKASH POWER VENTURES LTD.

(M.M. SIBBAL)
Sr. General Manager & Company Secretary