

XBRL Excel Utility	
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### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .

### 2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

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### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

### 5. Steps for Filing Corporate Governance Report

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

**II. Validating Sheets:** Click on the "Validate" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

### 6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	533207
NSE Symbol	JPINFRATEC
MSEI Symbol	NOT LISTED
ISIN	INE099J01015
Name of the entity	JAYPEE INFRATECH LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Enter the quarter  
ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						Add Notes									
Whether the listed entity has a Regular Chairperson						Yes									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add Delete															
1	Mr	Manoj Gaur	AAOPG1931A	00008480	Executive Director	Chairperson		07-05-2016			3	0	0		
2	Mr	Sunil Kumar Sharma	ABKPS1549R	00008125	Non-Executive - Non Independent Director	Not Applicable		05-04-2007			3	3	1		
3	Mr	Sameer Gaur	AAOPG1933C	00009496	Non-Executive - Non Independent Director	Not Applicable		01-08-2016			1	1	0		
4	Mrs	Rekha Dixit	AAJPD9198H	00913685	Non-Executive - Non Independent Director	Not Applicable		01-06-2016			1	1	0		
5	Mr	Rakesh Sharma	ABKPS1562Q	00009952	Non-Executive - Non Independent Director	Not Applicable		01-04-2015			1	1	0		
6	Mr	Basant Kumar Goswami (tendered resignation)	AAVPG7152Q	00003782	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	1	1	1		
7	Mr	Brij Bihari Tandon (tendered resignation)	AAAPT1143M	00740511	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	1	0	0		
8	Mr	Sundram Balasubramanian (tendered resignation)	AADPB8034A	02849971	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	1	0	0		
9	Mr	Lalit Bhasin (tendered resignation but not accepted)	AFDPB2550A	00002114	Non-Executive - Independent Director	Not Applicable		09-02-2015		60	1	0	0		
10	Mr	Sham Lal Mohan (tendered resignation but not accepted)	AALPM2005Q	00028126	Non-Executive - Independent Director	Not Applicable		23-11-2016		60	1	2	0		
11	Mr	Keshav Prasad Rau (tendered resignation)	ABQPR4165G	02327446	Non-Executive - Independent Director	Not Applicable		31-07-2017		36	1	0	0		
12	Mr	Shanti Sarup Gupta (tendered resignation)	ADBPG9778R	02284265	Non-Executive - Independent Director	Not Applicable		31-07-2017		36	1	0	0		

**The following Notes are appended in the “Add Notes” button in Annexure – I**

**I – Composition of Board of Directors**

**Note**

1. The Company is under CIR Process since 9-8-2017 and the period of 180 days has recommenced vide Order dated 9-8-2018 of Hon'ble Supreme Court of India from the date of the said order. This period was further extended by 90 days by Hon'ble NCLT vide its order dated 28-1-2019. Consequently, the powers of the Board are vested in and are being exercised by Interim Resolution Professional.
2. Seven Independent Directors from Sl. 6 to 12 resigned w.e.f. 10-9-2018, 17-8-2018, 24-8-2018, 12-9-2018, 19-9-2018, 9-9-2018 & 17-8-2018 respectively. As informed to the stock exchanges with each intimation of resignations tendered by the Independent Directors during the quarter ended 30-09-2018, the same was placed for approval by the Committee of Creditors, in terms of the provisions of Section 28(1)(j) of the Insolvency and Bankruptcy Code, 2016. As reported in our disclosure dated 23-10-2018, the resolution for acceptance of resignations requiring approval by 66% voting rights was deemed to be rejected since 41.38% abstained from voting (which is considered as negative vote under IBC).
3. Pursuant to newly inserted sub-regulation (2A) in Regulation 15 in LODR, the Company is fully exempt from the provisions of Regulation 17, 18, 19, 20 and 21, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors, continuation of directorship of a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.
4. As the Independent Directors have tendered their resignations as mentioned in Para 2 above, the details of directorships and Committee Membership/Chairmanship in other companies are not available and hence, the details are being given in respect of this company only.
5. The detailed Corporate Governance Report in PDF format with Notes appended thereto at its various sections is available on the website of the Company.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto March 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. January 1,2019 to March 31, 2019.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003782	Mr. Basant Kumar Goswami	Non-Executive - Independent Director	Chairperson	16-11-2009		172
2	00028126	Mr. Sham Lal Mohan	Non-Executive - Independent Director	Member	31-07-2017		171
3	00009952	Mr. Rakesh Sharma	Non-Executive - Non Independent Director	Member	27-05-2017		
4							
5							
6							
7							
8							
9							
10							

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00740511	Mr. Brij Bihari Tandon	Non-Executive - Independent Director	Chairperson	09-12-2016		169
2	00002114	Mr. Lalit Bhasin	Non-Executive - Independent Director	Member	31-07-2017		170
3	00008125	Mr. Sunil Kumar Sharma	Non-Executive - Non Independent Director	Member	21-12-2007		
4							
5							
6							
7							
8							
9							
10							

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008125	Mr. Sunil Kumar Sharma	Non-Executive - Non Independent Director	Chairperson	16-11-2009		
2	00028126	Mr. Sham Lal Mohan	Non-Executive - Independent Director	Member	13-02-2017		168
3	00009496	Mr. Sameer Gaur	Non-Executive - Non Independent Director	Member	16-11-2009		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00740511	Mr. Brij Bihari Tandon	Non-Executive - Independent Director	Chairperson	31-07-2017		167
2	00008125	Mr. Sunil Kumar Sharma	Non-Executive - Non Independent Director	Member	13-02-2017		
3	00913685	Mrs. Rekha Dixit	Non-Executive - Non Independent Director	Member	26-05-2014		
4							
5							
6							
7							
8							
9							
10							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

**The following Notes are appended in the “Add Notes” button in Annexure 1**

## **II – Composition of Committees**

### **Notes**

1. The Company is under CIR Process since 9-8-2017 and the period of 180 days has recommenced vide Order dated 9-8-2018 of Hon'ble Supreme Court of India from the date of the said order. Consequently, the powers of the Board are vested in and are being exercised by Interim Resolution Professional.
2. As informed to the stock exchanges with each intimation of resignations tendered by the Independent Directors during the quarter ended 30-09-2018, the same was placed for approval by the Committee of Creditors, in terms of the provisions of Section 28(1)(j) of the Insolvency and Bankruptcy Code, 2016. As reported in our disclosure dated 23-10-2018, the resolution for acceptance of resignations requiring approval by 66% voters was deemed to be rejected since 41.38% voters abstained from voting (which is considered as negative vote under IBC). In view of resignation by seven Independent Directors, please refer to the remark against each independent director who is member of below committees.
3. Pursuant to newly inserted sub-regulation (2A) in Regulation 15 in LODR, the entire provisions of Regulation 17, 18, 19, 20 and 21, including with regard to holding requisite number of meetings in a year and composition of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee, are not applicable during the period of CIR Process.

**The following Remarks are appended against the following directors in the column “Remarks” under respective Remark No.**

**Annexure – I**

**II – Composition of Committees**

**Audit Committee Details**

**Remark No. Remark**

**172 In respect of Mr. Basant Kumar Goswami**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri B. K. Goswami - Resigned w.e.f. 10-9-2018. However, Resolution was placed before Committee of Creditors for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.

**171 In respect of Mr. Sham Lal Mohan**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri Sham Lal Mohan - Resigned w.e.f. 17-9-2018. However, Resolution was placed before CoC for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.

**Nomination and Remuneration Committee**

**Remark No. Remark**

**169 In respect of Mr. BrijBihariTandon**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri B. B. Tandon - Resigned w.e.f. 17-8-2018. However, Resolution was placed before CoC for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.

## **Nomination and Remuneration Committee .... Contd.**

### **Remark No. Remark**

#### **170 In respect of Mr.LalitBhasin**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri LalitBhasin - Resigned w.e.f. 12-9-2018. However, Resolution was placed before CoC for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.

## **Stakeholders Relationship Committee**

### **Remark No. Remark**

#### **168 In respect of Mr. Sham Lal Mohan**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri Sham Lal Mohan - Resigned w.e.f. 17-9-2018. However, Resolution was placed before CoC for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.

## **Corporate Social Responsibility Committee**

### **Remark No. Remark**

#### **167 In respect of BrijBihariTandon**

Since the Company is under CIR Process, the powers of the Board & its committees are vested in IRP/RP. Regulation 15 (2A) and 15 (2B) mandates that provisions of Regulations 17, 18, 19, 20 and 21 shall not apply during CIRP and roles and responsibilities under respective regulations shall be fulfilled by the IRP/RP.

Shri B. B. Tandon - Resigned w.e.f. 17-8-2018. However, Resolution was placed before CoC for acceptance on 17-10-2018. It required 66% votes. Since 41.38% abstained from voting which is considered negative vote under IBC, resolution was deemed as rejected.



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## Annexure 1

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors  
explanatory

[Add Notes](#)

Sr

Date(s) of meeting (Enter dates of Previous quarter  
and Current quarter in chronological order)

Maximum gap between  
any two consecutive (in  
number of days)

Notes for not  
providing Date

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**The following Notes are appended in the “Add Notes” button in Annexure – I**

### **III – Meeting of Board of Directors**

#### **Note**

Pursuant to newly inserted sub-regulation (2A) in Regulation 15 in LODR, the provisions of Regulation 17 including with regard to meetings of Board are not applicable during the period of CIR Process.

Consequently, no meeting of the Board has been held during the reporting quarter, i.e. January - March, 2019.

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Other Committee

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory					Add Notes			
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
Add		Delete						

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**The following Notes are appended in the “Add Notes” button in Annexure – I**

**IV – Meeting of Committees**

**Note**

Pursuant to newly inserted sub-regulation (2B) in Regulation 15 in LODR, the provisions of Regulation 18, 19, 20 and 21, including with regard to meetings of Committees of the Board are not applicable during the period of CIR Process.

Consequently, no meeting of any Committee of the Board has been held during reporting quarter, i.e. January - March, 2019.

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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**The following Notes are appended in the “Add Notes” button in Annexure – I**

**V – Related Party Transactions**

**Note**

This section is not applicable due to the fact that the Company is under Corporate Insolvency Resolution Process by virtue of Order dated 9-8-2017 of Hon'ble National Company Law Tribunal and the period of 180 days has recommenced vide Order dated 9-8-2018 of Hon'ble Supreme Court of India from the date of the said order that has been further extended by 90 days by NCLT vide order dated 28-1-2019. The powers of the Board and its committees are suspended and the affairs of the Company are being managed by the IRP and the Committee of Creditors.

Consequently, transactions with related parties can be entered into only with the approval of Committee of Creditors as envisaged under Section 28 (1) (f) of Insolvency & Bankruptcy Code, 2016.

## Annexure II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.jaypeeinfotech.com/background.html">http://www.jaypeeinfotech.com/background.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.jaypeeinfotech.com/bdirectors.html">http://www.jaypeeinfotech.com/bdirectors.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.jaypeeinfotech.com/bdirectors.html">http://www.jaypeeinfotech.com/bdirectors.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.jaypeeinfotech.com/CONDUCT%20_Final.pdf">CONDUCT%20_Final.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.jaypeeinfotech.com/policies.html">http://www.jaypeeinfotech.com/policies.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.jaypeeinfotech.com/bdirectors.html">http://www.jaypeeinfotech.com/bdirectors.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.jaypeeinfotech.com/policies.html">http://www.jaypeeinfotech.com/policies.html</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.jaypeeinfotech.com/policies.html">http://www.jaypeeinfotech.com/policies.html</a>
9	Details of familiarization programmes imparted to independent directors	NA		
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.jaypeeinfotech.com/bdirectors.html">http://www.jaypeeinfotech.com/bdirectors.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.jaypeeinfotech.com/Investor%20Contacts.pdf">Investor%20Contacts.pdf</a>
12	Financial results	Yes		<a href="http://www.jaypeeinfotech.com/fresults.html">http://www.jaypeeinfotech.com/fresults.html</a>
13	Shareholding pattern	Yes		<a href="http://www.jaypeeinfotech.com/shareholdingpattern.html">shareholdingpattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

**The following Notes are appended in the “Add Notes” button in Annexure – II  
Annexure II to be submitted by listed entity at the end of the financial year (for  
the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

**Note**

The detailed Corporate Governance Report in PDF format with Notes appended thereto at its various sections is available on the website of the Company.



## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Mohinder Paul Kharbanda
2	Designation	Company Secretary and Compliance Officer

**The following Notes are appended in the “Add Notes” button in Annexure – I**

## **VI – Affirmations**

### **Note**

The Company is under CIR Process since 9-8-2017 and the period of 180 days has recommenced vide Order dated 9-8-2018 of Hon'ble Supreme Court of India from the date of the said order. Consequently, the powers of the Board are suspended and are vested in and are being exercised by Interim Resolution Professional.

Pursuant to sub-regulation (2A) of Regulation 15 of LODR, Regulation 17, 18, 19, 20 and 21 are not applicable during CIR Process and the role and responsibilities of the board of directors and of committees are being fulfilled by the Interim Resolution Professional, in accordance with sections 17 and 23 of the Insolvency Code.

In view of the above facts:

- a) Affirmations in Para 1, 2, 3, 4 & 7 are not applicable in case of the Company as the same is under CIR Process and should be read/construed as not applicable.
- b) Affirmation in Para 8 is being complied with by placing the Corporate Governance Reports before Interim Resolution Professional / Resolution Professional since the Commencement of CIR Process.

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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	NA	
3	Meeting of Board of directors	17(2)	NA	
4	Review of Compliance Reports	17(3)	NA	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	NA	
9	Compliance Certificate	17(8)	NA	
10	Risk Assessment & Management	17(9)	NA	
11	Performance Evaluation of Independent Directors	17(10)	NA	
12	Composition of Audit Committee	18(1)	NA	
13	Meeting of Audit Committee	18(2)	NA	
14	Composition of nomination & remuneration committee	19(1) & (2)	NA	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	NA	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	NA	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	NA	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

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1	Name of signatory	Mohinder Paul Kharbanda
2	Designation	Company Secretary and Compliance Officer

**The following Notes are appended in the “Add Notes” button in Annexure – II**

**II – Annual Affirmations**

**Note**

In view of the fact that :—

1. JaypeeInfratech Limited is undergoing Corporate Insolvency Resolution Process vide NCLT order dated 9-8-2017 under Insolvency and Bankruptcy Code, 2016 (the Code) and the CIRP has recommenced vide order dated 9-8-2018 of Hon'ble Supreme Court of India;
2. The powers of the Board of Directors of the Company stand suspended w.e.f. 9-8-2017 and shall remain suspended till the resolution process is continuing and powers are vested in and are being exercised by the Interim Resolution Professional; and
3. Holding meetings of the Board or Committees may not be requisite and would only be held for compliance purposes and not for conducting any business;

the declaration of affirmation / not applicability mentioned against each annual affirmation at Serial No. 1 to 29 may be construed in accordance with the above facts.

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### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	Mohinder Paul Kharbanda
2	Designation	Company Secretary and C

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### Signatory Details

Name of signatory	Mohinder Paul Kharbanda
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	12-04-2019

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