

**Annexure-I**

**PROCEEDINGS OF THE 9<sup>TH</sup> ANNUAL GENERAL MEETING**

**DATE, TIME AND VENUE OF THE MEETING:**

The 9<sup>th</sup> Annual General Meeting (AGM) of the Members of Jaypee Infratech Limited ('the Company') was held on **Friday, 30<sup>th</sup> September, 2016 at 10.30 A.M.** at Jaypee Public School, Sector-128, Noida - 201304, (U.P.), to transact the Ordinary and Special Businesses, as mentioned in the Notice dated 26<sup>th</sup> May, 2016 of the 9<sup>th</sup> AGM.

**BRIEF DETAILS OF DELIBERATIONS AT THE MEETING:**

Shri Manoj Gaur, Chairman cum Managing Director, chaired the Meeting and declared that the requisite quorum was present and called the Meeting to order. He introduced the Directors present at the dias and informed the names of the Directors who could not attend the AGM and reasons thereof. Thereafter, the Chairman delivered his speech.

With the permission of the members, the Notice convening the AGM, Directors' Report, Auditors' Report and the Audited Financial Statements having been circulated, were taken as read and the Company Secretary read out the qualifications in the Auditors' Report of the Statutory Auditors and attention of the shareholders present was drawn to the replies given by the Board of Directors in its Report.

The Chairman further announced that the requisite statutory and other records including the Auditors' Report and Secretarial Audit Report were available for inspection.

He also informed that the Statutory Auditors, Secretarial Auditors and also the Chairman of the Audit Committee, Stakeholders' Relationship Committee and the authorized member of Nomination and Remuneration Committee were present and were available for any information or query of the members.

The Chairman chaired, conducted and informed the objectives and implications of the below-mentioned Item Nos. 1 -6 and 10, as set out in the Notice of the AGM and for the remaining Item Nos. 7-9 and 11, as mentioned below, the proceedings of the Meeting were chaired and conducted by Shri Sunil Kumar Sharma, Vice- Chairman, since Shri Manoj Gaur, Chairman cum Managing Director was deemed to be interested in the said Items.

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Gaurav Jain (DIN: 01102024), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Sameer Gaur (DIN: 00009496), who retires by rotation and, being eligible, offers himself for re-appointment.
5. Ratification of appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as Statutory Auditors and to fix their remuneration.

**Special Business:**

6. Ratification of remuneration of the Cost Auditors, M/s Jatin Sharma & Co. (Firm Registration No. 101845)
7. Approval of Related Party Transaction
8. Re-appointment of Shri Manoj Gaur (DIN: 00008480) as Chairman cum Managing Director, being liable to retire by rotation, for a further period of five years w.e.f 07<sup>th</sup> May, 2016 to 06<sup>th</sup> May, 2021, without payment of remuneration.
9. Re-appointment of Smt. Rekha Dixit (DIN: 00913685) as Whole-Time Director, being liable to retire by rotation, for a further period of three years w.e.f 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019. (Special Resolution)
10. Re-appointment of Shri Sachin Gaur (DIN: 00387718) as Whole-Time Director & CFO, being liable to retire by rotation, for a further period of three years w.e.f 10<sup>th</sup> September, 2016 to 09<sup>th</sup> September, 2019. (Special Resolution)
11. Re-appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-time Director to be designated as Jt. Managing Director, being liable to retire by rotation, for a further period of one month w.e.f 01<sup>st</sup> August, 2016 to 31<sup>st</sup> August, 2016. (Special Resolution)

The Chairman provided a fair opportunity to the members present to seek clarifications and/or offer their comments on the items. The queries raised by the members present, about the Company's business as well as on the resolutions, were duly replied by the Chairman and other Directors. The Chairman also apprised about the business scenario, progress report of the Financial Year 2015-16 and the future prospects of the Company.

The details of voting procedure were explained to the members. It was informed that the Company had provided remote e-voting facility to the members which commenced at 9.00 A.M. on Tuesday, 27<sup>th</sup> September, 2016 and ended at 5.00 P.M. on Thursday, 29<sup>th</sup> September, 2016 and that voting through ballot paper/poll will be carried out at the Meeting. It was also informed that those shareholders who had already cast their votes through remote e-voting should not cast their vote again, otherwise their votes would be treated as invalid.

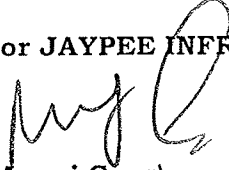
It was further informed that the Board of Directors had appointed Smt. Sunita Mathur, Practicing Company Secretary (Membership No. FCS 1743) as the Scrutinizer and Kumari Anjali Yadav Practicing Company Secretary (Membership No. FCS 6628) as the Alternate Scrutinizer, to scrutinize the remote e - voting and ballot voting/poll process, in a fair and transparent manner.

The Chairman informed the members that after the conclusion of the Meeting, the Scrutinizers will count the votes cast through ballot paper at the Meeting and thereafter will unblock the votes cast through remote e-voting, in the presence of two witnesses, who are not in employment of the Company and will prepare and render their Reports for voting through ballot paper/poll and remote e-voting and Consolidated Scrutinizers' Report and shall place before the Chairman for countersigning and declaration of results within forty eight hours of conclusion of the Meeting. The Consolidated Scrutinizers' Report and the voting results for both voting through ballot paper/poll and remote e-voting process shall be submitted to the Stock Exchanges and also uploaded on the website of the Central Depository Services (India) Ltd. (CDSL), agency providing remote e-voting facility and the Company and also on the Notice Board at the Registered/Corporate Office of the Company. The Chairman informed that the results of voting will be declared within forty eight hours of conclusion of the Meeting and the resolutions thus passed shall be deemed to be passed at this AGM on 30<sup>th</sup> September, 2016.

Thereafter, the Chairman ordered for voting through ballot paper/poll on all the resolutions mentioned in the Notice upto 12.00 Noon. Accordingly, the voting through ballot paper/poll was conducted and the shareholders were given the opportunity to cast their votes.

The members cast their votes upto 12.00 Noon and the locked ballot boxes were handed over to the Scrutinizers. Thereafter, the Meeting concluded at around 12.00 Noon with a vote of thanks to the Chair.

**For JAYPEE INFRA TECH LIMITED**

  
(Manoj Gaur)  
Chairman cum Managing Director  
DIN: 00008480

