

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Sector-128
Noida
Uttar Pradesh
201304
India
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd.	1,024
2	BSE Ltd.	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

26/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	13.98
2	F	Construction	F2	Roads, railways, Utility projects	86.02

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JAIPRAKASH ASSOCIATES LIM	L14106UP1995PLC019017	Holding	60.98

2	JAYPEE HEALTHCARE LIMITED	U85191UP2012PLC053358	Subsidiary	100
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Total amount of equity shares (in Rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Shares				
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	3,451	1,388,930,0	1388933497	13,889,334,	13,889,334	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	3,451	1,388,930,0	1388933497	13,889,334,	13,889,334	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	211.95	1000000	2,119,500,000
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			2,119,500,000

Details of debtentures

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	2,119,500,000	0	0	2,119,500,000
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

7,734,080,268

(ii) Net worth of the Company

-55,607,295,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	847,000,000	60.98	0	
10.	Others	0	0	0	
	Total	847,000,000	60.98	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	449,148,740	32.34	0	
	(ii) Non-resident Indian (NRI)	8,385,510	0.6	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	40,724,747	2.93	0	

4.	Banks	6,579,266	0.47	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	32,985,476	2.37	0	
10.	Others Trusts, Clearing Members, Il	4,109,758	0.3	0	
	Total	541,933,497	39.01	0	0

Total number of shareholders (other than promoters)

240,578

**Total number of shareholders (Promoters+Public/
Other than promoters)**

240,580

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	240,578	240,578
Debenture holders	3	3

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Manoj Gaur	00008480	Managing Director	45,000	
Sunil Kumar Sharma	00008125	Director	0	
Sameer Gaur	00009496	Director	1,000	
Rakesh Sharma	00009952	Director	8,000	
Rekha Dixit	00913685	Director	1,000	
Surender Kumar Mata	AAMPM3775A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	17/12/2021	191,276	70	61

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/06/2021	5	1	20
2	12/08/2021	5	1	20
3	02/11/2021	5	1	20
4	14/02/2022	5	1	20

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/09/2022
								(Y/N/NA)
1	Manoj Gaur	4	0	0	0	0	0	Yes
2	Sunil Kumar S	4	0	0	0	0	0	No
3	Sameer Gaur	4	0	0	0	0	0	No
4	Rakesh Sharn	4	0	0	0	0	0	No
5	Rekha Dixit	4	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Surender Kumar Ma	Company Secre	2,405,264	0	0	0	0
	Total		2,405,264	0	0	0	2,405,264

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

The office of Chief Financial Officer become vacant, as Shri Pramod Kumar Aggarwal, CFO resigned wef closing hours of 31 July 2020. The Company is under CIRP and the Resolution Plan of the Suraksha Reality Limited as approved by Committee of Creditors is pending adjudication with Hon'ble NCLT.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Jaypee Infratech L	SEBI	14/03/2022	Section 15-I of the S	Rs. 700000	Appeal filed before SAT and th

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Neha Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

14344

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00008480

To be digitally signed by

SURENDE
R KUMAR
MATA

Company Secretary

Company secretary in practice

Membership number

7762

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Clarification.pdf
Mgt-8_JIL_23112022.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

REASON AND CLARIFICATION FOR FILING MGT-7 AS PART OF GNL-2

1. Jaypee Infratech Limited (“Company” or “JIL”) is undergoing Corporate Insolvency Resolution Process (“CIRP”) in terms of the provisions of the Insolvency & Bankruptcy Code, 2016 (“IBC”) vide order dated 09.08.2017 and 14.08.2018 passed by the Hon'ble National Company Law Tribunal (“NCLT”) Allahabad read with order dated 09.08.2018 passed by the Hon'ble Supreme Court of India in Writ Petition (Civil) No. 744/2017 and order dated 06.11.2019 passed by the Hon'ble Supreme Court of India in the matter of Jaiprakash Associates Ltd. & Anr. Vs. IDBI Bank Ltd. & Anr. (Civil Appeal bearing Diary No 27229 of 2019 and Civil Appeal No 6486 of 2019).
2. Hon'ble Supreme vide its order dated 06-11-2019 directed the IRP to complete the CIRP within a period of 90 days from the date of the said order. As per directions of the order, IRP invited the Resolution Plans from two Resolution Applicants. The Committee of Creditors approved the resolution plan submitted by NBCC (India) Limited and IRP filed the same with Hon'ble NCLT for its approval. The Hon'ble NCLT, Principal Bench, New Delhi approved the Resolution plan of the NBCC (India) Limited with certain modification on 03.03.2020. The, successful Resolution Applicant, NBCC (India) Limited filed an appeal with NCLAT on 20.03.2020 against the aforesaid order. The Hon'ble NCLAT vide its interim order dated 22.04.2020 directed that an Interim Monitoring Committee may be formed and the Resolution Plan may be implemented. The successful Resolution Applicant NBCC (India) Limited, three financial Creditors and Interim Resolution Professional formed an Interim Monitoring Committee (IMC). The successful Resolution applicant did not implement the Resolution Plan.
3. Hon'ble Supreme Court in the Civil Appeal Diary No(s). 14741/2020 between Jaypee Kensington Boulevard Apartments Welfare Association & Ors. Vs NBCC (India) Ltd & Ors. vide its order dated 06.08.2020 transferred all the pending appeals/cases with NCLAT to itself i.e. to Supreme Court to avoid further delay in execution of scheme. Further, it stayed the order dated 22.04.2020 and in the meanwhile Hon'ble Supreme Court ordered the Interim Resolution Professional (IRP) to manage the affairs of the company. The arguments in the matter before Hon'ble Supreme Court concluded on 8th October, 2020 and Hon'ble Supreme Court of India vide its order dated 24th March, 2021 directed to complete CIRP within 45 days from the date of the order while inviting resolution plan from Suraksha and NBCC only. The IRP, with the consent of Committee of Creditors (CoC), filed application(s) with Hon'ble Supreme Court for grant of further time beyond 45 days. The Hon'ble Court in the Miscellaneous Application No. 769/2021 in C.A. No. 3395/2020 read with M.A. Nos. 770/2021 and 850/2021 vide order dated 27.07.2021 has allowed the same.

4. Pursuant to the directions of Hon'ble Supreme Court, the Interim Resolution Professional invited fresh/modified Resolution Plan from NBCC and Suraksha Realty. The Resolution Applicants submitted their final resolution plans, which were put to vote by the CoC. The CoC approved the final resolution plan submitted by Suraksha Realty, which has been filed with the Adjudicating Authority and is pending adjudication.
5. The Interim Resolution Professional is managing the affairs of the Company in accordance with the order of the Hon'ble Supreme Court.
6. **The Company has filed form INC-28 vide SRN no. R41627886 on 12.06.2020 in pursuance to General circular no. 04/2020 reference F.No. 01/02/2019-CL-V dated 17.02.2020 and General Circular No. 08/2020 reference F.No. 01/02/2019- CL-V Dated: 06.03.2020 issued by Ministry of Corporate Affairs. (Copy of MCA circular dated 06.03.2020 attached)**

Further, all the forms and returns are being filed by the company as per directions of the Ministry as contained in said circulars.

7. **Therefore, the Company is filing Form MGT-7 for the Financial Year 2021-22 as an attachment to Form GNL-2.**

For Jaypee Infratech Limited



**(Surender Kumar Mata)
Addl. General Manager (Sectl.) & Company Secretary
ACS-7762**

General Circular No. 08/2020

F.No. 01/02/2019- CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. Rajendra Prasad Road, New Delhi-1.

Dated: 06.03.2020

To

All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Filing of forms in the Registry (MCA-21) by the Insolvency Professional (Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator) appointed under Insolvency Bankruptcy Code, 2016 (IBC, 2016).

Sir,

In supersession of earlier Circular No.04/2020 dated 17-02-2020, the following clarification is issued for statutory compliances in respect of companies under Corporate Insolvency Resolution Process (CIRP).

- (i) The IRP/RP/Liquidator would have to first file the NCLT order approving him as the IRP/RP/Liquidator in Form INC-28 by selecting the drop down box in field 5(a)(iii) by selecting the appropriate section of IBC 2016. After filling in the form, the IRP/RP/Liquidator while affixing his DSC, shall choose his designation as "CEO" in the declaration box for the purpose of filing only and choose "Others" from the Drop down Menu.

(ii) The Master Data for change in the status of the company from "Active"/"Inactive" to CIRP/Liquidation or CIRP/Liquidation to "Active" shall be effected on the basis of Formal Change Request Form submitted by IBBI to e-governance Cell, MCA(HQ). Since this function has been centralized, Registrars of Companies shall not raise and forward CRF either to the e-gov cell or to service provider for the above mentioned purpose.

Page no. 2 contd.,

(iii) The IRP/RP/Liquidator shall be responsible for filing all the eforms in the MCA portal and sign the form in the capacity of CEO in order to meet filing protocol in the existing forms architecture. However, this shall in no way affect his legal status as IRP/RP/Liquidator. All filings of eforms including AOC-4 and MGT-7 shall be filed through e-form GNL-2 by way of attachments till the company is under CIRP. In the existing field no.3 of form no.GNL-2, IRP/RP/Liquidator will choose radio button "Filings under IBC"

(iv) Against date of event and Board Resolution in INC-28 and GNL-2, date of order of NCLT/NCLAT/Court may be mentioned.

2. It is further clarified that in respect of companies which are marked under CIRP in the Registry, Annual Return (e-form No.MGT-7) and Financial Statement (e-form AOC-4) and other documents under the provisions of the Companies Act, 2013, in accordance with directions issued by the NCLT/NCLAT/Courts, shall be filed as attachments with e-form GNL-2 against the payment of one time normal fee only, till such time the company remains under CIRP. Separate GNL-2 forms shall be filed for each such document, by the IRP/RP.

3. It is also clarified that the concerned IRP/RP of every company which was under CIRP prior to the issue of this circular, shall also file e-form INC-28 for such companies and thereafter proceed to file other documents/fact/information as required under the Act and Rules thereunder through e-form GNL-2.

4. This issues with the approval of the competent authority.

Yours faithfully,



(KMS Narayanan)

Assistant Director (policy)

Copy forwarded for information to : (i) E-Governance section, (ii) Insolvency Section, (iii) IBBI, (iv) File No.1/16/2013-CL-V (Part I) and (v) Guard file.

CS Neha Jain

Address : 4/255, Chiranjiv Vihar, Ghaziabad-201002

Ph no-+919971665809 E.mail id – nehajainpcs@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and minute books, forms, returns and papers of Jaypee Infratech Limited having CIN L45203UP2007PLC033119 (hereinafter called 'the Company') as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year 1st April, 2021 to 31st March, 2022.

Jaypee Infratech Limited (JIL) is undergoing Corporate Insolvency Resolution Process ("CIRP") in the matter of IDBI Bank Limited v/s. Jaypee Infratech Limited [CP. No. 77/ALD/2017] vide orders dated 09.08.2017 and 14.08.2018 passed by Hon'ble Adjudicating Authority read with orders dated 09.08.2018, 06.11.2019 & 24.03.2021 passed by Hon'ble Supreme Court.

Pursuant to the initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Mr. Anuj Jain, as Interim Resolution Professional (IRP) to carry the functions as mentioned under the Code.

Hon'ble Supreme Court of India vide its order dated 24th March, 2021 directed to renew the CIRP and to complete the same within 45 days from the date of the order while allowing IRP to invite fresh resolution plans from two previous bidders, Suraksha Realty Limited and NBCC (India) Ltd only. The IRP, with the consent of Committee of Creditors (CoC), filed application(s) with Hon'ble Supreme Court for grant of further time beyond 45 days. The Hon'ble Court in the Miscellaneous Application No. 769/2021 in C.A. No. 3395/2020 read with M.A. Nos. 770/2021 and 850/2021 vide order dated 27.07.2021 has allowed the same.

The Interim Resolution Professional invited fresh/modified Resolution Plan from NBCC and Suraksha Realty Limited. After receipt of Resolution Plan and completion of requisite formalities, the IRP put to vote the Resolution Plans from 14th June, 2021 to 23rd June, 2021. The final Resolution Plan of Suraksha Realty Limited along with Lakshdeep Investments and Finance Private Limited ("Suraksha") was passed with 98.66% votes. The Interim Resolution Professional has filed the resolution plan of Suraksha as approved by Committee of Creditors with the Adjudicating Authority i.e. Hon'ble National Company Law Tribunal, Principal Bench, New Delhi on 07.07.2021 and the same is pending for adjudication.

In my opinion and to the best of my capability and according to the examinations carried out by me and based on the information, documents and records made available to me by the company, its officers and agents, I certify that:



- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed there for;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Since the Company remained under Corporate Insolvency Resolution Process the powers of the Board of Directors are suspended and the role and responsibilities of the Board of Directors and Committee of Directors are being fulfilled by the Interim Resolution Professional in accordance with Section 17 and 23 of the IBC. Consequently, no Board or Committee Meetings were held during the period under review.
 5. Closure of Register of Members / Security holders, as the case may be.
 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; NA
 7. Contracts/arrangements with related parties as specified in section 188 of the Act; NA
 8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
 9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. NA
 10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
 11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;



As the powers of the Board of Directors have been suspended, the financial statements have not been approved by the Board of Directors. However, the same has been reviewed and signed by IRP & signed by Company Secretary. The position of CFO had become vacant pursuant to resignation of former CFO since July 31, 2020.

12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

The Independent Directors of the Company had submitted their resignations on the dates mentioned against their names during the Financial Year 2018-19 and have also filed Form Dir-11. The resignations were received by Interim Resolution Professional subject to approval thereof by Committee of Creditors. The same was placed for approval by the Committee of Creditors by the IRP, in terms of the provisions of Section 28(1)(j) of the Insolvency and Bankruptcy Code, 2016 (which puts restrictions on the actions of Resolution Professional, inter-alia, to make any change in the management of the Corporate Debtor or its subsidiary without prior approval of the Committee of Creditors. The resolution dated 17-10-2018 so put for acceptance of resignations as mentioned below was deemed to be rejected since the approval of 66% voting rights was not achieved.

1. Shri B. K. Goswami	:	10-9-2018
2. Shri S. Balasubramanian	:	24-8-2018
3. Shri B. B. Tandon	:	17-8-2018
4. Shri S. S. Gupta	:	17-8-2018
5. Shri K. P. Rau	:	09-9-2018
6. Shri S. L. Mohan	:	17-9-2018
7. Shri Lalit Bhasin	:	12-9-2018

Besides, tenure of all of these Independent Directors has lapsed.

The position of CFO had become vacant pursuant to resignation of former CFO since July 31, 2020.

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

M/s Dass Gupta & Associates, Chartered Accountants were re-appointed as Statutory Auditors of the Company for a term of five consecutive years to hold office from conclusion of the 15th Annual General Meeting (AGM) held on 26th day of September, 2022 till the conclusion of 20th AGM to be held in the year 2027.



14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

- a) The Company had received a Show Cause Notice (SCN) from Security Exchange Board of India (SEBI) vide its letter No SEBI/EAD 3/VSS/CM/27602/2019 dated 18.10.2019 under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rule, 1995 in respect of violations mentioned in the said SCN with regard to Non Convertible Debt Securities. The Company submitted replies and hearing took place on 18.08.2020.

The Securities and Exchange Board of India (SEBI) passed an adjudication order No. Order/SR/2021-22/15366/4 dated 14.03.2022 in respect of its aforesaid Notice imposing a penalty of Rs. Seven lacs. The Company filed appeal against the aforesaid order of SEBI with the Hon'ble Securities Appellate Tribunal (SAT). The matter was listed on 12.07.2022 and the Hon'ble SAT has allowed the Appeal filed by the Company and have set aside the Order of SEBI imposing the Penalty. The above is based on the proceedings as transpired virtually and we shall upload the Order once the same is made available.

- b) The Securities and Exchange Board of (India (SEBI) has issued a Show cause notice to Jaypee Infratech Ltd (as Noticee No. 24) vide its letter No. SEBI/EAD/-6/GG/BS/21004/1/2022 dated May 19, 2022 (in the matter of non-submission of NDS/certain information to the CRAs and initiated adjudication proceedings to inquire and adjudge the alleged violation of Regulation 8 of the SEBI (LODR) Regulations, 2015 read with circular No. SEBI/HO/MIRSD3/CIP/P/2017/71 dated June 30, 2017.

The company being under CIRP has submitted reply before the SEBI. The hearing took place on 15.06.2022 and the order in the matter is yet to be issued.

15. Ministry of Corporate Affairs, Serious Fraud Investigation Office (SFIO) vide its letter F. No SFIO/INV/JIL and JAL/1280 & 1281/2020/JIL 19751 dated 19.05.2020 has initiated investigation against the Company into the affairs of Jaiprakash Associates Ltd and Jaypee Infratech Ltd under section 212(1)(c) of the Companies Act, 2013. The Company has provided/is providing the information sought by the SFIO from time to time.

16. Acceptance/ renewal/ repayment of deposits;

On an application seeking extension of time for repayment of outstanding fixed deposits, the Hon'ble NCLT, Allahabad Bench had granted extension of time to repay the deposits and interest thereon vide its various Orders. However, vide order dated 26th September, 2018, Hon'ble NCLT has closed the application on the basis that in view of commencement of CIRP, the application is not necessary during moratorium



period. Earlier, Hon'ble Supreme Court in its final order dated 9-8-2018 in the matter of Writ Petition (Civil) No. 744/2017 filed by some of the home-buyers, has formed the view that preferential payment to a particular class of creditors is impermissible during CIRP. As per Section 5(7) of IBC, Financial Creditors includes Fixed Deposit holders and those Fixed Deposit holders who have submitted their claim are member of the Committee of Creditors. Consequently, their claims will be settled in accordance with the outcome of CIRP filed by IDBI Bank and admitted by Hon'ble NCLT vide its Order dated 9th August, 2017.

The CoC has approved the Final Resolution Plan read with its addendum submitted by Suraksha on June 23, 2021 and all claims received post December 6, 2019 have not been incorporated in the Committee of Creditors ("CoC") and are/ were forwarded to Suraksha.

Further the CoC approved resolution plan of Suraksha states that against the Claims filed subsequent to IM however prior to NCLT Approval Date, an amount of Rs. 9.16 Crore shall be paid to Fixed Depositors, on pro-rata basis as full and final settlement of all the claims of Fixed Deposit holders.

The list of claims which were not forming part of the CoC constituted as on December 6, 2019 and have been received post December 6, 2019 are being forwarded to Suraksha from time to time and are also available on the website of the Company www.jaypeeinftratech.com.

The Final Resolution plan (read with its addendum) of Suraksha has proposed that claims which have not been received till the date of approval of the Resolution Plan by the Hon'ble NCLT, such claims shall stand abated, extinguished and settled in perpetuity without any claim whatsoever.

17. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; NA
18. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ; NA
19. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; NA
20. **The Certificate(MGT-8) is issued by the Practicing Company Secretary with the following disclaimer that :**

- Maintenance of Secretarial record is the complete responsibility of the management of the Company. My responsibility is to issue a certificate on the



correctness and adequacy of the facts stated in the Annual Return and compliance with provisions of the Act and rules made thereunder with the available secretarial records.

- To the best of my knowledge and capability on the basis of records and information shared and disclosed by the Company. I have followed the practices and process as were appropriate, pursuant to the provisions of Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of availability and completeness of records.
- The MGT-8 is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which management has conducted the affairs of the Company.



Signature.....

Name : Neha jain

Membership No.-30822

C.P. No.-14344

UDIN: A030822D002047364

Place: Ghaziabad

Date: 23.11.2022

Point wise clarification/additional information on various items in Form MGT-7

Corporate Insolvency Resolution Process

Jaypee Infratech Limited (“Company” or “JIL”) is undergoing Corporate Insolvency Resolution Process (“CIRP”) in terms of the provisions of the Insolvency & Bankruptcy Code, 2016 (“IBC”) vide order dated 09.08.2017 and 14.08.2018 passed by the Hon’ble National Company Law Tribunal (“NCLT”) Allahabad read with order dated 09.08.2018 passed by the Hon’ble Supreme Court of India in Writ Petition (Civil) No. 744/2017 and order dated 06.11.2019 passed by the Hon’ble Supreme Court of India in the matter of Jaiprakash Associates Ltd. & Anr. Vs. IDBI Bank Ltd. & Anr. (Civil Appeal bearing Diary No 27229 of 2019 and Civil Appeal No 6486 of 2019).

Hon’ble Supreme vide its order dated 06-11-2019 directed the IRP to complete the CIRP within a period of 90 days from the date of the said order. As per directions of the order, IRP invited the Resolution Plans from two Resolution Applicants. The Committee of Creditors approved the resolution plan submitted by NBCC (India) Limited and IRP filed the same with Hon’ble NCLT for its approval. The Hon’ble NCLT, Principal Bench, New Delhi approved the Resolution plan of the NBCC (India) Limited with certain modification on 03.03.2020. The, successful Resolution Applicant, NBCC (India) Limited filed an appeal with NCLAT on 20.03.2020 against the aforesaid order. The Hon’ble NCLAT vide its interim order dated 22.04.2020 directed that an Interim Monitoring Committee may be formed and the Resolution Plan may be implemented. The successful Resolution Applicant NBCC (India) Limited, three financial Creditors and Interim Resolution Professional formed an Interim Monitoring Committee (IMC). The successful Resolution applicant did not implement the Resolution Plan.

Hon’ble Supreme Court in the Civil Appeal Diary No(s). 14741/2020 between Jaypee Kensington Boulevard Apartments Welfare Association & Ors. Vs NBCC (India) Ltd & Ors. vide its order dated 06.08.2020 transferred all the pending appeals/cases with NCLAT to itself i.e. to Supreme Court to avoid further delay in execution of scheme. Further, it stayed the order dated 22.04.2020 and in the meanwhile Hon’ble Supreme Court ordered the Interim Resolution Professional (IRP) to manage the affairs of the company. The arguments in the matter before Hon’ble Supreme Court concluded on 8th October, 2020 and Hon’ble Supreme Court of India vide its order dated 24th March, 2021 directed to complete CIRP within 45 days from the date of the order while inviting resolution plan from Suraksha and NBCC only. The IRP, with the consent of Committee of Creditors (CoC), filed application(s) with Hon’ble Supreme Court for grant of further time beyond 45 days. The Hon’ble Court in the Miscellaneous Application No. 769/2021 in C.A. No. 3395/2020 read with M.A. Nos. 770/2021 and 850/2021 vide order dated 27.07.2021 has allowed the same.

Pursuant to the directions of Hon’ble Supreme Court, the Interim Resolution Professional invited fresh/modified Resolution Plan from NBCC and Suraksha Realty. The Resolution Applicants submitted their final resolution plans, which were put to vote by the CoC. The CoC approved the final resolution plan submitted by Suraksha Realty, which has been filed with the Adjudicating Authority and is pending adjudication.

Cont..2..

1. Point No. VIII (B) (i) and Point No. VIII (B)(ii).

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON THE CLOSURE OF FINANCIAL YEAR

The following Independent Directors of the Company had submitted their resignations on the dates indicated against their names, as mentioned below: —

1.	Brij Bihari Tandon	:	17/08/2018
2.	Shanti Sarup Gupta	:	17/08/2018
3.	S. Balasubramanian	:	24/08/2018
4.	Keshav Prasad Rau	:	09/09/2018
5.	B.K. Goswami	:	10/09/2018
6.	Lalit Bhasin	:	12/09/2018
7.	Sham Lal Mohan	:	17/09/2018

All these Directors have also individually filed Form DIR-11 with the MCA in respect of the resignation submitted.

Pursuant to Section 28(1) (j) of Insolvency Code, the IRP placed these resignations before the Committee of Creditors of the Company for its acceptance. However, the resolution was considered to be rejected since the requisite majority of the members did not vote on the item. In view of the matter rejected by the Committee of Creditors, the Company has not been able to file Form DIR-12 with the MCA. The Interim Resolution Professional and Committee of Creditors were of the opinion that these Directors continue to remain on the Board of Directors of the Company.

Since, the MCA portal is not accepting their names as Directors as on the close of the financial year in view of DIR-11 filed by the Directors, their names have been removed under **Point No. VIII (B) (i)**

PARTICULARS OF CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR

In view of the above mentioned facts, we are not showing resignations of these Directors as changes during the year under **Point No. VIII (B)(ii)** - Particulars of change in Directors and Key Managerial Personnel during the year.

Cont..3..

2. Point No. IX

MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

In view of the facts stated above, by virtue of and with effect from the date of Order of Hon'ble NCLT, i.e. 9th August, 2017 the Board and the powers of Directors stood suspended and pursuant to the provisions of Section 17 of Insolvency Code, are being exercised by the Interim Resolution Professional who was appointed by Hon'ble NCLT vide the aforesaid Order to carry the functions as mandated under the Insolvency Code. Further, Hon'ble Supreme Court of India also, vide order dated 11th September, 2017, directed the Interim Resolution Professional to forthwith takeover the management of the Company. Consequently, the provisions with respect to holding minimum number of meetings of the Board or its committees such as the Audit Committee or Nomination and Remuneration Committee, the maximum gap between two meetings and the requirements of regular attendance of the directors in the meetings are deemed to have been complied with keeping in view the fact that the functions of the Board are being exercised by IRP/RP in compliance with the directions contained in the Orders of Hon'ble NCLT and Hon'ble Supreme Court of India as well as in view of the provisions of the Insolvency Code.

Since the Company remained under CIRP, no Board/Committee Meetings were held during the year 2021-22. However, in Point No. IX (B) the dates of approval of Annual Financial Statements and Quarterly Unaudited financial results (UFR) of the Company as per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 have been taken as the date of Board meetings for the purpose of filing of Form MGT-7 as given below:

S.No.	Dates	Purpose
1.	22-06-2021	Approval of Financial Statements for FY ended 31-03-2021
2.	12-08-2021	Approval of UFR for quarter ended 30-06-2021
3.	02-11-2021	Approval of UFR for quarter ended 30-09-2021
4.	14-02-2022	Approval of UFR for quarter ended 31-12-2021

Point No. IX (B). BOARD MEETINGS

Number of directors attended

As no board meeting was held during the financial year, so the director of the company did not attend any meeting. But the form is not allowing to fill zero in the number of directors attended, we have filled it as one, otherwise number of directors attended is zero.

Cont..4..

3. Point No. XI.

MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

As stated above the Hon'ble NCLT, Principal Bench, New Delhi had approved the Resolution plan of the NBCC (India) Limited with certain modifications on 03.03.2020. The, successful Resolution Applicant, NBCC (India) Limited filed an appeal with NCLAT on 20.03.2020 against the aforesaid order. The Hon'ble NCLAT vide its interim order dated 22.04.2020 directed that an Interim Monitoring Committee may be formed and the Resolution Plan may be implemented. The successful Resolution Applicant NBCC (India) Limited, three financial Creditors and Interim Resolution Professional formed an Interim Monitoring Committee (IMC). The successful Resolution applicant did not implement the Resolution Plan.

In view of Resolution Plan of NBCC (India) Limited having been approved, Shri Pramod Kumar Aggarwal, Chief Financial Officer (CFO) offered to tender his resignation but was requested to continue in the office. His resignation was accepted by the Interim Monitoring Committee with effect from closing hours of 31st July, 2020.

As per the provisions of Section 203 of Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint whole time Chief Financial Officer and in case the office of whole time Chief Financial Officer become vacate, the company shall fill it within 6 months from the date the office of whole time Chief Financial Officer become vacant. Shri Pramod Kumar Aggarwal resigned on 31 July 2020 and a new CFO is yet to be appointed.

Pursuant to the directions of Hon'ble Supreme Court, the Interim Resolution Professional invited fresh/modified Resolution Plan from NBCC and Suraksha Realty. The Resolution Applicants submitted their final resolution plans, which were put to vote by the CoC. The CoC approved the final resolution plan submitted by Suraksha Realty, which has been filed with the Adjudicating Authority and is pending adjudication.

Once the resolution plan is approved by adjudicating authority the Resolution Applicant i.e. Suraksha Realty Limited may appoint new whole time Chief Financial Officer.

Section 238 of the Insolvency Code states that the provisions of the Code shall have effect, notwithstanding anything inconsistent therewith contained in any other law for the time being in force or any instrument having effect by virtue of any such law. Consequently, in respect of such provisions of the Companies Act, 2013 which are directly or indirectly in conflict with the provisions of Insolvency Code, all efforts have been made to make the compliance with the provisions of the Companies Act.

Cont..5..

4. DIGITAL SIGNATURES

In view of the General Circular No. 08/2020 F.No. 01/02/2019- CL-V Dated 06.03.2020 issued by the Ministry of Corporate Affairs regarding - Filing of forms in the Registry (MCA-21) by the Insolvency Professional (Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator appointed under Insolvency Bankruptcy Code, 2016 (IBC, 2016), the Annual Return (e-form No.MGT-7) under the provisions of the Companies Act, 2013, is being filed as attachments with e-form GNL-2 (which is digitally signed by the IRP)

Further, the Form No. MGT-7 is signed only by the Company Secretary in view of powers of the Board of Directors having been suspended and no director being involved with the operation and management of the affairs of the Company.