

Ref: JIL:SEC:2020

31 July, 2020

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

SCRIP CODE: JPINFRA TEC

SCRIPCODE : 533207

Dear Sirs,

Sub : Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report issued by Smt. Sunita Mathur, Practising Company Secretary (FCS 1743) and Secretarial Auditor of the Company, for the financial year ended March 31, 2020.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **JAYPEE INFRA TECH LIMITED**



(Surender Kumar Mata)
Addl. General Manager (Sectl.) &
Company Secretary

Encl. as above.



Annual Secretarial Compliance Report (ASC) of Jaypee Infratech Limited
for the year ended 31st March 2020

*Jaypee Infratech Limited(JIL) was undergoing Corporate Insolvency Resolution Process (“CIRP”) 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 (Civil Appeal bearing Diary No 27229 of 2019 and Civil Appeal No 6486 of 2019).

The Hon’ble NCLT, Principal Bench (Delhi) vide its order dated 03.03.2020 approved the Resolution Plan of NBCC (India) Ltd (NBCC) with certain modifications.

The successful Resolution Applicant (NBCC) preferred to file an appeal before the Hon'ble National Company Law Appellate Tribunal (“NCLAT”) against the Hon'ble NCLT order dated 03.03.2020 against certain modifications made to its Resolution Plan.

Hon'ble NCLAT heard the appeal by (NBCC) on 22.04.2020 and issued notices to all the respondents and also passed following interim directions “Meanwhile, till further orders, the approved ‘Resolution Plan’ may be implemented subject to outcome of this Appeal” Further, Hon’ble NCLAT directed IRP to constitute an Interim Monitoring Committee (“IMC”) comprising of the ‘Successful Resolution Applicant’ i.e. NBCC (India) Ltd. as also the three major Institutional Financial Creditors, who are Members of the ‘Committee of Creditors’ i.e. IDBI Bank Limited ,IFCL and LIC.

Accordingly, the IRP has since constituted the IMC comprising of the following members:

- a. NBCC India Limited
- b. IDBI Bank Limited (Lender)
- c. India Infrastructure Finance Company Limited (Lender)
- d. LIC of India (Lender)
- e. Sh. Anuj Jain (IRP)

* I, Sunita Mathur have examined:

- 1) all the documents and records made available to us and explanation provided by JAYPEE INFRA TECH LIMITED– CIN L45203UP2007PLC033119 (“the listed entity”),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder for the financial year ended 31st March, 2020 (“Review Period”), have been examined, include:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (k) Securities and Exchange Board of India (Depository Participants) Regulations, 1996 & 2018;
- (l) Any other regulations, circulars etc issued by SEBI applicable to the Company.

and circulars/ guidelines issued thereunder;

The Company has confirmed that regulations mentioned above under clause (d), (f), (g) & (i) are not applicable to it.

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) (i) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to it except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviation	Observations/Remarks of the Practising Company Secretary
1.	Disclosure of Order of Hon’ble National Company Law Appellate Tribunal, New Delhi dated 01.08.2019 under Regulation 30 (6) read with sub clause 16(l) of schedule III part A, clause A of LODR.	The order was not disclosed to stock exchange(s).	It was a material order and should have been Disclosed u/r 30 (6) not later than twenty four hours from the occurrence of event or information.



2	<p>Disclosure of approval of resolution plan of NBCC with certain modifications by Hon'ble NCLT, Principal Bench (Delhi) pronounced on 03.03.2020 was required to be made as per following provisions of LODR: —</p> <ol style="list-style-type: none">1. Pursuant to Regulation 30 (6) read with sub clause 16(m) of Schedule III, Part A, Clause A.2. Pursuant to Regulation 23(4), 24(5), 24(6) & 37(7) to avail the benefit of exception from applicability of respective regulation, if applicable.	<p>Event of approval of resolution plan should have been disclosed within :</p> <ol style="list-style-type: none">i. 24 hrs of pronouncement of order under Regulations 30 (6) read with sub clause 16(m) of Schedule III, Part A, Clause A of LODR ANDii. one day of plan being approved under Regulations 23(4), 24(5), 24(6) & 37(7) of LODR.	<p>Disclosure of Event of approval of resolution plan should have been made within 24 hrs / within One day as the case may be of pronouncement of order.</p> <p>However as per Company the order copy was made available on 05.03.2020 and accordingly reporting was done on 6.3.2020</p> <p>Salient features of resolution plan were disclosed under sub clause 16(k) of Schedule III, Part A, Clause A</p>
3	<p>Disclosure of list of creditors as required to be displayed by the corporate debtor under Regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, pursuant to Regulation 30 (6) read with sub clause 16(e) of Schedule III, Part A, Clause A.</p>	<p>Disclosure was not made to stock exchanges of the List of Committee of Creditors (COC) revised on 19 April 2019, 4 May 2019, 29 May 2019, 18 June 2019, 30 July 2019, 31 August 2019, 11 November 2019, 30 November 2019, 6 December 2019 during the financial year under report and displayed on the Website of the Company.</p>	<p>Disclosure should have been made within twenty four hours every time the revised list of Committee of Creditors was displayed on the website of the Company</p>

(ii) The Company has received a Show Cause Notice (SCN) from Security Exchange Board of India 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 has submitted replies and hearing is yet to take place.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records;

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 March ,2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: New Delhi
Date: July 31st, 2020

MATHUR
SUNITA

Sunita Mathur
FCS No.: 1743 /C P No. : 741
ICSI UDIN : F001743B000521781

*Disclaimer Note: During this challenging time of COVID 19 outbreak this “ASC” has been undertaken to the best of my capability based on of e verification of scans, soft copies , information, confirmations, records and documents made available to us by the management