

# FORM NO. MGT-7

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



## Annual Return

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

L45203UP2007PLC033119

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCJ9042R

(ii) (a) Name of the company

Jaypee Infratech Limited

(b) Registered office address

Sector-128  
Noida  
Uttar Pradesh  
INDIA  
201304

(c) \*email-ID of the company

jpinfra.tech.investor@jalindia.co

(d) \*Telephone number with STD code

01204963100

(e) Website

www.jaypeeinfra.tech.com

(iii) Date of Incorporation

05/04/2007

(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	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,  
HYDERABAD.

(vii) \*Financial year From 01/04/2014 (DD/MM/YYYY) To 31/03/2015 (DD/MM/YYYY)

(viii) \*Whether Annual General Meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 27/08/2015

(b) Due date of AGM 30/09/2015

(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	F	Construction	F2	Roads, railways, Utility projects	5.34
2	L	Real Estate	L1	Real estate activities with own or leased property	94.66

## 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 Limited	L14106UP1995PLC019017	Holding	71.64

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
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
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
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<b>Equity shares</b>				
<b>At the beginning of the year</b>	1,388,933,497	13,889,334,970	13,889,334,970	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
<b>At the end of the year</b>	1,388,933,497	13,889,334,970	13,889,334,970	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				

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

**(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 Previous AGM		22/09/2014	
Date of Registration of Transfer			
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ debenture/ unit (in Rs.)	
Ledger Folio of Transferor			

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		<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) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	13,000	1000000	13,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			87,359,092,850
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			2,882,278,282
<b>Total</b>	13,000		103,241,371,132

**Details of debentures**

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	13,000,000,000	4,000,000,000	4,000,000,000	13,000,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

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
<b>Total</b>					

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

32,478,313,699

**(ii) Net worth of the Company**

63,523,552,894

**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)	995,000,000	71.64	0	
10.	Others	0	0	0	
	<b>Total</b>	995,000,000	71.64	0	0

**Total number of shareholders (promoters)**

1

**(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	97,495,967	7.02	0	



	(ii) Non-resident Indian (NRI)	3,582,197	0.26	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	76,218,749	5.49	0	
5.	Financial institutions	70,562,617	5.08	0	
6.	Foreign institutional investors	27,313,748	1.97	0	
7.	Mutual funds	5,955	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	75,688,572	5.45	0	
10.	Others (Includes Clearing member)	43,065,692	3.1	0	
	<b>Total</b>	393,933,497	28.36	0	0

**Total number of shareholders (other than promoters)**

135,805

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

135,806

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Dimensional Emerging	Citibank N.A. Custody Services, FIF	18/03/2009	US	6,807,392	0.49
MV SCIF Mauritius	Deutsche Bank AG, DB House Haza	25/02/2010	MU	4,547,720	0.33
The Emerging Markets	Citibank N.A. Custody Services, FIF		US	3,103,300	0.22
Colonial First State Inv	Citibank N.A. Custody Services, FIF			2,720,574	0.2
PLATGL	Deutsche Bank AG, DB House Haza			2,505,094	0.18
Emerging Markets Cor	Citibank N.A. Custody Services, FIF		US	1,699,219	0.12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Morgan Stanley Asia (C	Citibank N.A. Custody Services, FIF		SG	1,333,141	0.1
City of New York Group	Deutsche Bank AG, DB House Haza			970,915	0.07
Dimensional Fund Adv	Deutsche Bank AG, DB House Haza			470,402	0.03
Colonial First State Inv	Citibank N.A. Custody Services, FIF			437,193	0.03
Emerging Markets Val	Deutsche Bank AG, DB House Haza			384,158	0.03
Clough Asia Master Fu	Deutsche Bank AG, DB House Haza			264,703	0.02
MGI Emerging Market	Deutsche Bank AG, DB House Haza			240,038	0.02
Abu Dhabi Investmen	JPMorgan Chase Bank N.A. India S			239,893	0.02
QIC Limited	Deutsche Bank AG, DB House Haza			200,675	0.01
Lotus Global Investme	Deutsche Bank AG, DB House Haza		MU	200,000	0.01
Stichting Spoorweg P	HSBC Securities Services 11th Flr, E			168,934	0.01
Emerging Markets Tar	Deutsche Bank AG, DB House Haza			168,802	0.01
Auscoal Superannuat	JPMorgan Chase Bank N.A. India S			138,400	0.01
John Hancock Funds I	HSBC Securities Services 11th Flr, E		US	132,566	0.01
Emerging Markets Soc	Citibank N.A. Custody Services, FIF		US	117,991	0.01
Los Angeles City Empl	Citibank N.A. Custody Services, FIF			87,278	0.01
The Emerging Market	Citibank N.A. Custody Services, FIF		GB	76,224	0.01
T.A. World EX U.S. Cor	Citibank N.A. Custody Services, FIF			64,208	0.01
State Public Sector Su	Deutsche Bank AG, DB House Haza			58,319	0.01

## VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	2	1
Members (other than promoters)	122,797	135,805
Debenture holders	1	1

## 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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	4	13	6	11	0	0.01
(i) Non-Independent	4	2	6	2	0	0.01
(ii) Independent	0	11	0	9	0	0
<b>C. Nominee Directors representing</b>	0	1	0	1	0	0
(i) Banks and FIs	0	1	0	1	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
<b>Total</b>	<b>4</b>	<b>14</b>	<b>6</b>	<b>12</b>	<b>0</b>	<b>0.01</b>

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

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Manoj Gaur	00008480	Managing Director	45,000	
Sunil Kumar Sharma	00008125	Director	75,000	
Sameer Gaur	00009496	Whole-time director	1,000	
Basant Kumar Goswami	00003782	Director	4,000	
Ramesh Chandra Vaishya	01068196	Director	0	
Sundaram Balasubramanian	02849971	Director	0	
Suresh Chandra Gupta	01127801	Director	0	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Arun Balakrishnan	00130241	Director	0	
Brij Behari Tandon	00740511	Director	0	
Anand Bordia	00679165	Director	500	
Parthasarathi Uma Shai	00130363	Additional director	0	
Gopalkrishna Annaji Ta	00161730	Nominee director	0	
Lalit Bhasin	00002114	Additional director	1,100	
Rakesh Sharma	00009952	Whole-time directo	8,000	
Sachin Gaur	00387718	Whole-time directo	21,000	
Rekha Dixit	00913685	Whole-time directo	1,000	
Pramod Kumar Aggarwa	06899447	Whole-time directo	18,950	
Gaurav Jain	01102024	Whole-time directo	5,000	
Suman Lata	ABLPL2864P	Company Secretar	217	

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

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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)
Pramod Kumar Aggarwal	06899447	Whole-time director	26/05/2014	Appointment
Gaurav Jain	01102024	Whole-time director	26/05/2014	Appointment
Krishna Prasad Nair	02611496	Nominee director	26/08/2014	Cessation
Manepanda Joyappa S	00044799	Director	01/09/2014	Cessation
Parthasarathi Uma Sha	00130363	Additional director	22/09/2014	Appointment
Tilak Kakkar	01425589	Additional director	22/09/2014	Appointment
Tilak Kakkar	01425589	Additional director	10/11/2014	Cessation
Bidhubhusan Samal	00007256	Director	23/09/2014	Cessation
Har Prasad	00104488	Director	23/09/2014	Cessation
Raj Narain Bhardwaj	01571764	Director	24/09/2014	Cessation
Lalit Bhasin	00002114	Additional director	09/02/2015	Appointment
Gopalkrishna Annaji Ta	00161730	Nominee director	09/02/2015	Appointment
Sanjay Kumar Gupta	AAEPG7650E	Company Secretar	29/07/2014	Cessation
Suman Lata	ABLPL2864P	Company Secretar	22/09/2014	Appointment

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

### A. MEMBERS/CLASS /REQUISITIONED/CLB/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 who attended the meeting	% of total shareholding of attended members
Annual General Meeting	22/09/2014	132,078	212	74.36

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	26/05/2014	18	15	83.33
2	26/07/2014	20	17	85
3	22/09/2014	18	13	72.22
4	08/11/2014	17	15	88.24
5	09/02/2015	18	17	94.44

### C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit Committee	26/05/2014	3	3	100
2	Audit Committee	26/07/2014	3	3	100
3	Audit Committee	22/09/2014	3	2	66.67
4	Audit Committee	08/11/2014	3	3	100
5	Audit Committee	09/02/2015	3	3	100
6	Nomination and Remuneration Committee	26/05/2014	3	3	100
7	Nomination and Remuneration Committee	22/09/2014	3	3	100
8	Nomination and Remuneration Committee	03/11/2014	3	3	100
9	Nomination and Remuneration Committee	09/02/2015	3	3	100
10	Stakeholders' Meeting	20/11/2014	3	3	100

### 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	27/08/2015
								(Y/N/NA)
1	Manoj Gaur	5	5	100	0	0	0	No
2	Sunil Kumar S	5	5	100	5	5	100	Yes
3	Sameer Gaur	5	3	60	5	5	100	Yes
4	Basant Kumar	5	5	100	9	9	100	Yes
5	Ramesh Chan	5	4	80	4	4	100	No
6	Sundaram Bal	5	4	80	0	0	0	No
7	Suresh Chand	5	5	100	0	0	0	Yes
8	Arun Balakrish	5	5	100	0	0	0	No
9	Brij Behari Tar	5	5	100	4	2	50	Yes
10	Anand Bordia	5	5	100	9	9	100	Yes

**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

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sameer Gaur	Jt. Managing Dir	21,011,986	0	0	0	21,011,986
2	Sachin Gaur	Whole-time Dire	20,424,588	0	0	0	20,424,588
3	Rakesh Sharma	Whole-time Dire	21,913,335	0	0	0	21,913,335
4	Rekha Dixit	Whole-time Dire	9,166,432	0	0	0	9,166,432
5	Gaurav Jain	Whole-time Dire	5,583,302	0	0	0	5,583,302
6	Pramod Kumar Agg	Whole-time Dire	5,957,109	0	0	0	5,957,109
	Total		84,056,752	0	0	0	0

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Suman Lata	Company Secre	852,486	0	0	0	852,486
2	Sanjay Kumar Gupta	Company Secre	357,991	0	0	0	357,991
	Total		1,210,477	0	0	0	0

Number of other directors whose remuneration details to be entered

18

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Basant Kumar Goswami	Independent Dir	0	0	0	300,000	300,000
2	Brij Behari Tandon	Independent Dir	0	0	0	160,000	160,000
3	Raj Narain Bhardwaj	Independent Dir	0	0	0	20,000	20,000
4	Ramesh Chandra Vaidya	Independent Dir	0	0	0	160,000	160,000
5	Sundaram Balasubramanian	Independent Dir	0	0	0	100,000	100,000
6	Bidhubhusan Samal	Independent Dir	0	0	0	60,000	60,000
7	Suresh Chandra Gupta	Independent Dir	0	0	0	100,000	100,000
8	Arun Balakrishnan	Independent Dir	0	0	0	120,000	120,000
9	Anand Bordia	Independent Dir	0	0	0	280,000	280,000
10	Tilak Kakkar	Independent Dir	0	0	0	20,000	20,000
11	Parthasarathi Uma	Independent Dir	0	0	0	40,000	40,000
12	Har Prasad	Independent Dir	0	0	0	40,000	40,000
13	Krishna Prasad Nair	Independent Dir	0	0	0	20,000	20,000
14	Gopalkrishna Annaji	Independent Dir	0	0	0	20,000	20,000
15	Manepanda Joyappa	Independent Dir	0	0	0	80,000	80,000
16	Lalit Bhasin	Independent Dir	0	0	0	40,000	40,000
17	Manoj Gaur	Non-Executive D	0	0	0	100,000	100,000
18	Sunil Kumar Sharma	Non-Executive D	0	0	0	140,000	140,000
	Total		0	0	0	1,800,000	0



## 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

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(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

Anjali Yadav

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

7257

### 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 applicable 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

To be digitally signed by



☒ Company Secretary

☐ Company Secretary in Practice

Membership number

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

MGT-8.pdf

CLARIFICATIONS.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**

**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 books and papers of **M/S JAPYEE INFRATECH LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2015. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished 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 and Rules made there under in respect of:

**1. Its status under the Act;**

The Company has adhered to the provisions of the applicable laws to maintain active status as a Listed Public Limited Company (with CIN: L45203UP2007PLC033119) under the Act.

**2. Maintenance of registers/records & making entries therein within the time prescribed therefore;**

The Company has properly maintained the required Statutory Registers/records in compliance with the provisions of the Companies Act, 2013 and made entries therein within the prescribed time.

**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;**

The Company has filed the requisite forms and Returns with the Registrar of Companies, Central Government and other authorities within the prescribed time limit and in case of delay the forms have been filed with the prescribed additional fees.





4. **Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;**

✓ The Company had called, convened and held the meetings of the Board of Directors, its Committees namely: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Finance Committee and Fund Raising Committee and of members on due dates, as stated in the Annual Return in respect of which adequate and proper notices were given and the proceedings thereof have been properly recorded in the Minutes Book and Registers have been maintained for the purpose and the same have been signed.

✓ No resolutions were passed by Circulation or by Postal Ballot.

5. **Closure of Register of Members / Security holders, as the case may be.**

The Company has closed its Register of Members and Share Transfer Books from Wednesday, 17<sup>th</sup> September, 2014 to Monday, 22<sup>nd</sup> September, 2014 (both days inclusive) for the purpose of 7<sup>th</sup> Annual General Meeting.

6. **Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;**

The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.

7. **Contracts/arrangements with related parties as specified in section 188 of the Act;**

All contracts/arrangements/transactions entered into by the Company with related parties were in the ordinary course of business and on arm's length basis. During the year, Company has not entered into any contract/arrangement with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.





**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;**

- ✓ No buy back of securities/alteration or reduction of share capital/ conversion of shares/ securities took place during the financial year 2014-15. the company has issued share certificates in respect of which request for re-materialization of shares have been received by the Company.
- ✓ All the transfers/transmission of shares during the Financial Year 2014-15 have been appropriately recorded. Record of Shares Transfers have been maintained by M/s Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company..

During the year the Company redeemed 4000, 2% Secured Redeemable Non-Convertible Debentures (NCDs) of Face Value of Rs. 10,00,000/- each aggregating to Rs. 400 Crores and in place issued and allotted (i) 2000, 10.50% Secured Redeemable Non-Convertible Debentures (NCDs) of Face Value of Rs. 10,00,000/- each and (ii) 2000, 11% Secured Redeemable Non-Convertible Debentures (NCDs) of Face Value of Rs. 10,00,000/- each, to Axis Bank Ltd.

**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**

There were no instances of keeping in abeyance the rights to dividend, rights shares and bonus shares, pending registration of transfer of shares.

**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;**

The Company has not declared/paid any dividend during the Financial Year 2014-15. Further the Company was not required to transfer any amount, not being due, to the Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013.

**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;**

- ✓ The Audited Financial Statements and the Boards' Report for the Financial Year 2014-15 have been duly signed as per the requirements of Section 134 of the Act.
- ✓ Further the Boards' Report for the financial year 2014-15 contains all the details, including explanations/comments of the Board on observations, qualifications, disclaimer made by the Auditor's in their Report, as required under sub section (3) & (5) of Section 134 of the Act.





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

- ✓ The Board of Directors was duly constituted in accordance with the provisions of the Act and the Listing Agreement.

The appointment(s)/ re-appointment(s)/ retirement/remuneration of Directors, Key Managerial Personnel was in compliance with the applicable provisions of the Act and requisite disclosures for Directors and KMPs were made.

- ✓ Remuneration paid to the Whole-time Directors of the company was within the permissible limits and duly approved by the shareholders of the company.
- ✓ Further no filling up of casual vacancies took place during the Financial Year 2014-15.

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

- ✓ The appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as Statutory Auditors made in the 7<sup>th</sup> AGM held on 22<sup>nd</sup> September, 2014 was in accordance with the provisions of Section 139 of the Act.
- ✓ Further no reappointment or filling up of casual vacancies of auditors took place during the Financial Year 2014-15.

**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;**

**Comments/Observations:**

During the year under review, the Company had approached the Company Law Board for granting extension of time to repay the Fixed Deposits. The Hon'ble Company Law Board vide its Order dated 31.03.2015 followed by Order dated 29.04.2015, 29.05.2015 and 29.06.2015 extended the time to repay the deposits matured by 31.03.2015 upto 29.08.2015 and for deposits matured after 31.03.2015, as per original term, Company Law Board has granted time upto 30.10.2015.

The Company has accordingly repaid the deposits that matured upto 31.03.2015 except those which remains unclaimed.





**15. Acceptance/ renewal/ repayment of deposits;**

**Comments/Observations:**

The Company has not accepted or renewed any Fixed Deposits during the year under review. Further as mentioned in above point No. 14, the Company has paid the maturity amount in respect of Deposits that matured upto 31.03.2015, in compliance with the order of the Hon'ble Company Law Board.

**16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;**

- ✓ The Company has not borrowed any money from its directors, members, public and others during the Financial Year 2014-15 except from the Banks/Financial Institutions and NBFCs and necessary charge has been created/ modified for the same. The satisfaction of charge(s) has been filed with ROC in respect of the loans/facilities repaid by the Company.

**17. 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;**

Since the company is engaged in providing the infrastructural facilities, Section 186 of the Act is not applicable to the Company.

**18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;**

- ✓ The Company has altered the provisions of the Memorandum and Articles of Association of the Company at the 7<sup>th</sup> AGM held on 22.09.2014 in line with the provisions of the Act.

Place: New Delhi

Date: 1<sup>st</sup> October, 2015



For Anjali Yadav & Associates  
Company Secretaries

Anjali Yadav

Practicing Company Secretary

FCI No. 6628

C.P. No. 7157

### Clarifications in respect of point no. VI ( c), IX C AND IX D OF FORM MGT-7

Since in point VI (c), the provision is made only for 25 Fil's. However, in our Company we have 32 Fil's. Details of the same is as under:

#### List of Shareholders as on 31/03/2015 ((Fil))

SLNO	NAME/JOINT NAME(S)/ADDRESS	ADDRESS	COUNTRY OF INCORPORATION	DATE OF INCORPORATION	HOLDING	% TO EQT
1	DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	United States	18/03/2009	6807392	0.49
2	MV SCIF MAURITIUS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	Mauritius	25/02/2010	4547720	0.33
3	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I NVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	United States		3103300	0.22
4	COLONIAL FIRST STATE INVESTMENTS LIMITED AS RESPON SIBLE ENTITY FOR THE COMMONWEALTH SPECIALIST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK 4 PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051			2720574	0.20
5	PLATGL	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			2505094	0.18
6	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFO LIO) OF DFA INVESTMENT DIMENSIONS GROUP INC (DFAID G)	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	United States		1699219	0.12





7	MORGAN STANLEY ASIA (SINGAPORE) PTE.	CITIBANK N A, CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55,BKC BANDRA - EAST, MUMBAI 400051	Singapore		1333141	0.10
8	CITY OF NEW YORK GROUP TRUST	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			970915	0.07
9	DIMENSIONAL FUND ADVISORS EMERGING MARKET STRATEGY	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			470402	0.03
10	COLONIAL FIRST STATE INVESTMENTS LIMITED AS RESPONSIBLE ENTITY FOR COMMONWEALTH ASIAN SHARE FUND 4	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051			437193	0.03
11	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLUS THE FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			384158	0.03
12	CLOUGH ASIA MASTER FUND, L.P.	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			264703	0.02
13	MGI EMERGING MARKETS EQUITY FUND-DIMENSIONAL FUND ADVISORS LTD.	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			240038	0.02



14	ABU DHABI INVESTMENT AUTHORITY - MANLY	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064			239893	0.02
15	QIC LIMITED	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			200675	0.01
16	LOTUS GLOBAL INVESTMENTS LTD	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	Mauritius	12/7/1999	200000	0.01
17	STICHTING SPOORWEG PENSIOENFONDS	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063			168934	0.01
18	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENS IONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			168802	0.01
19	AUSCOAL SUPERANNUATION FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064			138400	0.01
20	JOHN HANCOCK FUNDS II A/C JOHN HANCOCK FUNDS II EM ERGING MARKETS VALUE FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	United States	28/06/2005	132566	0.01



21	EMERGING MARKETS SOCIAL CORE PORTFOLIO OF DIMENSIONAL INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	United States		117991	0.01
22	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051			87278	0.01
23	THE EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	United Kingdom	24/09/2003	76224	0.01
24	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DIMENSIONAL INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051			64208	0.00
25	STATE PUBLIC SECTOR SUPERANNUATION SCHEME	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			58319	0.00
26	SA EMERGING MARKETS VALUE FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			42410	0.00
27	FLORIDA RETIREMENT SYSTEM - DIMENSIONAL FUND ADVISORS LP	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			34297	0.00



28	BRUNEI INVESTMENT AGENCY AS MANAGED BY DIMENSIONAL FUND ADVISORS LP	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			33775	0.00
29	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051			29580	0.00
30	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC-11th FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA-EAST, MUMBAI 400051	Finland	17/05/1999	22560	0.00
31	STICHTING PENSIOENFONDS OPENBAAR VERVOER	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	Netherlands		11987	0.00
32	EMERGING INDIA FOCUS FUNDS	Standard Chartered Bank, CRESCENZO Securities Services, 3rd Floor C-38/39 G-Block, BKC Bandra (East) Mumbai India 400051	Mauritius	19/05/2008	2000	0.00
TOTAL:					27313748	1.97



**SINCE IN POINT IX C, THE PROVISION IS MADE ONLY FOR 10 COMMITTEE MEETINGS. HOWEVER, IN OUR COMPANY WE HAD 20 COMMITTEE MEETINGS. DETAILS OF THE SAME IS AS UNDER:**

**C. COMMITTEE MEETINGS**

Number of meetings held

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	As % age of total members
11	Corporate Social Responsibility	03/11/2014	3	3	100
12	Corporate Social Responsibility	28/03/2015	3	3	100
13	Finance Committee	25/04/2014	4	4	100
14	Finance Committee	08/05/2014	4	4	100
15	Finance Committee	30/12/2014	4	3	75
16	Finance Committee	28/03/2015	4	3	75
17	Fund Raising Committee	07/08/2014	3	3	100
18	Fund Raising Committee	01/09/2014	3	3	100
19	Fund Raising Committee	10/09/2014	3	3	100
20	Fund Raising Committee	02/01/2015	3	3	100



**SINCE IN POINT IX D, THE PROVISION IS MADE ONLY FOR 10 DIRECTORS. HOWEVER, IN OUR COMPANY WE HAVE 18 DIRECTORS. DETAILS OF THE SAME IS AS UNDER:**

**D. ATTEENDANCE OF DIRECTORS**

S. No.	Name of the Directors	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	
								27/08/2015 (Y/N/NA)
1	Manoj Gaur	5	5	100	0	0	0	No
2	Sunil Kumar Sharma	5	5	100	5	5	100	Yes
3	Sameer Gaur	5	3	60	5	5	100	Yes
4	Basant Kumar Goswami	5	5	100	9	9	100	Yes
5	Ramesh Chandra Vaish	5	4	80	4	4	100	No
6	Sundaram Balasubramanian	5	4	80	0	0	0	No
7	Suresh Chandra Gupta	5	5	100	0	0	0	Yes
8	Arun Balakrishnan	5	5	100	0	0	0	No
9	Brij Behari Tandon	5	5	100	4	2	50	Yes
10	Anand Bordia	5	5	100	9	9	100	Yes
11	Parthasarathi Umashankar	2	2	100	0	0	0	No
12	Gopalkrishna Annaji Tadas	1	1	100	0	0	0	No
13	Lalit Bhasin	1	1	100	0	0	0	Yes
14	Rakesh Sharma	5	1	20	0	0	0	Yes
15	Sachin Gaur	5	5	100	16	16	100	Yes
16	Rekha Dixit	5	4	80	2	2	100	Yes
17	Pramod Kumar Aggarwal	5	5	100	4	4	100	Yes
18	Gaurav Jain	5	4	80	4	4	100	Yes

