

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

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
201304
India

(c) *e-mail ID of the company

sectl.dept@jalindia.co.in

(d) *Telephone number with STD code

01204609000

(e) Website

www.jaypeeinfratech.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	National Stock Exchange of India Ltd.	1,024
2	BSE Ltd.	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 26/09/2019

(b) Due date of AGM 30/09/2019

(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	41.47
2	L	Real Estate	L1	Real estate activities with own or leased property	58.53

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

Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	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 the previous annual general meeting	21/12/2018		
Date of registration of transfer (Date Month Year)			
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 (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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	2,119.5	1000000	2,119,500,000
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			119,238,486,877
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			1,131,681,000
Total			122,489,667,877

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
Non-convertible debentures	2,119,500,000	0	0	2,119,500,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

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

12,927,937,761

(ii) Net worth of the Company

11,715,524,585

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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	325,679,597	23.45	0	
	(ii) Non-resident Indian (NRI)	11,606,963	0.84	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	63,722,071	4.59	0	
4.	Banks	44,940,579	3.24	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	8,217,608	0.59	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	81,139,686	5.84	0	
10.	Others Trusts, Clearing Members, II	6,626,993	0.48	0	
	Total	541,933,497	39.03	0	0

Total number of shareholders (other than promoters)

139,177

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

139,179

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES		IN	2,580,451	0.19
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES		IN	2,403,975	0.17
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES		IN	2,373,063	0.17
CITY OF NEW YORK GF	DEUTSCHE BANK AG'DB HOUSE, M		IN	604,403	0.04
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES		IN	255,716	0.02

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	3	2
Members (other than promoters)	135,518	139,177
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	11	1	4	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	7	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	11	1	4	0	0

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

7

(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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sunil Kumar Sharma	00008125	Director	75,000	
Sameer Gaur	00009496	Director	1,000	
Rakesh Sharma	00009952	Director	8,000	
Rekha Dixit	00913685	Director	1,000	
Pramod Kumar Aggarwal	AACPA7385C	CFO	0	
Mohinder Paul Kharban	AAIPK9548H	Company Secretary	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 Meeting	21/12/2018	139,701	120	62.18

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	17/05/2018	12	2	16.67
2	31/07/2018	12	1	8.33
3	12/11/2018	12	1	8.33
4	11/02/2019	12	1	8.33

C. COMMITTEE MEETINGSNumber 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	% 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	26/09/2019
								(Y/N/NA)
1	Manoj Gaur	4	4	100	0	0	0	Yes
2	Sunil Kumar S	4	1	25	0	0	0	Yes
3	Sameer Gaur	4	0	0	0	0	0	No
4	Rakesh Sharn	4	0	0	0	0	0	Yes
5	Rekha Dixit	4	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL NilNumber of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pramod Kumar Agg	CFO	13,400,000	0	0	0	13,400,000
2	Mohinder Paul Khar	CS	3,130,729	0	0	0	3,130,729
	Total		16,530,729	0	0	0	16,530,729

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

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

2

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)
Jaypee Infratech Li	REGIONAL DIREC	08/02/2019	Section 266F of the	Not quoted DIN of	5,000
Sachin Gaur	REGIONAL DIREC	08/02/2019	Section 266F of the	Not quoted DIN of	5,000

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

**Rakesh
Sharma** Digitally signed by
Rakesh Sharma
Date: 2019.12.03
12:12:04 +05'30'

DIN of the director

To be digitally signed by

**Surender
Kumar mata** Digitally signed by
Surender Kumar mata
Date: 2019.12.03
13:42:25 +05'30'

- 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
Optional Attachment for point no VI c.pdf
Share transfer details for the FY 2018-201
Clarification.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

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

1. The Company is undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code 2016 (Insolvency Code) in terms of order dated August 9, 2017 passed by Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench. Further, the Hon'ble Supreme Court of India, in disposal of Writ Petition (Civil) No. 744/2017 filed by some of the home-buyers has revived the period prescribed under Insolvency Code by another 180 days w.e.f. the date of the order, i.e. 9th August, 2018 and did direct the IRP to follow the provisions of Insolvency Code afresh in all respects. As per terms of Section 20 of Insolvency Code, the management and operations of the Company are being managed by IRP/ RP on a Going Concern Basis.

Hon'ble Supreme Court vide its order dated 06-11-2019 has directed the IRP to complete the CIRP within a period of 90 days from the date of the said order.

2. **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 have submitted their resignations on the dates indicated against their names, during the financial year 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 is treating these Directors as if they continue 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.

3. **Point No. IX**

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

In view of the facts contained in Para 1 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 is under CIRP, no Board/Committee Meetings were held during the year 2018-19. 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 has 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.	17-05-2018	Approval of Financial Statements for FY ended 31-03-2018
2.	31-07-2018	Approval of UFR for quarter ended 30-06-2019
3.	12-11-2018	Approval of UFR for quarter ended 30-09-2019
4.	11-02-2019	Approval of UFR for quarter ended 31-12-2019

Similarly, the Directors who have signed the aforesaid Annual Financial Statements and Quarterly Unaudited Financial Statements in terms of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 have been shown as attended the meetings in Point No. IX (D).

4. **Point No. XI.**
MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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.

JAYPEE INFRATECH LIMITED

Regd.Office: Sector 128, Noida, 201304 UP

CIN NO:L45203UP2007PLC033119

Date of closure of previous financial year :31/03/2018

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	31/08/2018	EQT	1	10	JIL0000002	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
2	31/08/2018	EQT	1	10	JIL0000003	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
3	31/08/2018	EQT	1	10	JIL0000004	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
4	31/08/2018	EQT	1	10	JIL0000005	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
5	31/08/2018	EQT	1	10	JIL0000006	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
6	31/08/2018	EQT	1	10	JIL0000007	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
7	31/08/2018	EQT	1	10	JIL0000008	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
8	31/08/2018	EQT	1	10	JIL0000009	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
9	31/08/2018	EQT	1	10	JIL0000010	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
10	31/08/2018	EQT	1	10	JIL0000011	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
11	31/08/2018	EQT	1	10	JIL0000012	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
12	31/08/2018	EQT	1	10	JIL0000013	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
13	31/08/2018	EQT	1	10	JIL0000014	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
14	31/08/2018	EQT	1	10	JIL0000015	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
15	31/08/2018	EQT	1	10	JIL0000016	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
16	31/08/2018	EQT	1	10	JIL0000017	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
17	31/08/2018	EQT	1	10	JIL0000018	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
18	31/08/2018	EQT	1	10	JIL0000019	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
19	31/08/2018	EQT	1	10	JIL0000020	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
20	31/08/2018	EQT	1	10	JIL0000021	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
21	31/08/2018	EQT	1	10	JIL0000022	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
22	31/08/2018	EQT	1	10	JIL0000023	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
23	31/08/2018	EQT	1	10	JIL0000024	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
24	31/08/2018	EQT	1	10	JIL0000025	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
25	31/08/2018	EQT	1	10	JIL0000026	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
26	31/08/2018	EQT	1	10	JIL0000027	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
27	31/08/2018	EQT	1	10	JIL0000028	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
28	31/08/2018	EQT	1	10	JIL0000029	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
29	31/08/2018	EQT	1	10	JIL0000030	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA

30	31/08/2018	EQT	1	10	JIL0000031	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
31	31/08/2018	EQT	1	10	JIL0000032	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
32	31/08/2018	EQT	1	10	JIL0000033	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
33	31/08/2018	EQT	1	10	JIL0000034	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
34	31/08/2018	EQT	1	10	JIL0000035	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
35	31/08/2018	EQT	1	10	JIL0000036	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
36	31/08/2018	EQT	1	10	JIL0000037	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
37	31/08/2018	EQT	1	10	JIL0000038	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
38	31/08/2018	EQT	1	10	JIL0000039	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
39	31/08/2018	EQT	1	10	JIL0000040	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
40	31/08/2018	EQT	1	10	JIL0000041	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
41	31/08/2018	EQT	1	10	JIL0000042	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
42	31/08/2018	EQT	1	10	JIL0000043	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
43	31/08/2018	EQT	1	10	JIL0000044	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
44	31/08/2018	EQT	1	10	JIL0000045	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
45	31/08/2018	EQT	1	10	JIL0000046	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
46	31/08/2018	EQT	1	10	JIL0000047	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
47	31/08/2018	EQT	1	10	JIL0000048	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
48	31/08/2018	EQT	1	10	JIL0000049	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
49	31/08/2018	EQT	1	10	JIL0000050	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
50	31/08/2018	EQT	1	10	JIL0000051	JAI KUMAR SHARMA	JIL0000254	JAI KUMAR SHARMA
51	31/10/2018	EQT	5	10	JIL9500032	RAJ KUMARI GAUR	JIL0000255	RAVI KARAN SHARMA

JAYPEE INFRATECH LIMITED
List of Foreign Institutional Investors on 31/03/2019

SLNO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)/ADDRESS	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE	PAN NO
1	IN300054	10013268	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIAN	IN-US-FP-0339-16	2580451	0.19	FPC	AAATD7768G
2	IN300054	10040054	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 400098	INDIAN	IN-US-FP-0337-16	2403975	0.17	FPC	AACCD1578M
3	IN300054	10013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIAN	IN-US-FP-0314-16	2373063	0.17	FPC	AACCD1644G
4	IN300167	10030167	CITY OF NEW YORK GROUP TRUST	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	INDIAN	INUSFP213516	604403	0.04	FPC	AAATC8419K
5	IN300054	10017712	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIAN	IN-US-FP-0315-16	255716	0.02	FPC	AABCE6264C
TOTAL:							8217608	0.59		

NEHA JAIN & ASSOCIATES

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 2018 to 31st March 2019.

The Corporate Insolvency Resolution Process of the Company commenced vide Order dated 9th August 2017 passed by Hon'ble NCLT, Allahabad Bench and vide Order dated 9th August 2018 of Hon'ble Supreme Court of India in the Writ Petition (Civil) No. 744/2017, the CIRP was recommenced for another 180 days and Hon'ble NCLT has allowed a further period of 90 days vide its Order dated 28th January 2019. Presently the matter is sub-judice. As per Section 17(1) (b) of IBC, the powers of the Board are suspended and vested in IRP/RP, as the case may be. Presently, Shri Anuj Jain is discharging the duties of Interim Resolution Professional and is vested with powers of management of Company's Affairs.

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 therefor;
 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 is 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;
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 have 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

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 appointed as Statutory Auditors of the Company for a term of five consecutive years to hold office from conclusion of the 10th Annual General Meeting(AGM)held on 29th day of December 2017 till the conclusion of 15th AGM to be held in the year 2022, subject to ratification at every AGM. However, MCA vide notification dated 7th day of May 2018 has done away with the requirement of ratification at every AGM.

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;

It was reported in the previous financial year that two Show Cause Notices(SCNs) were received from Registrar of Companies, Kanpur U/s 266F and 125 of the Companies Act, 1956. Both have since been compounded and levied fee has been paid.

15. Acceptance/ renewal/ repayment of deposits;

On an application seeking extension of time for repayment of outstanding fixed deposits, the Hon'ble NCLT, Allahabad Bench has 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.

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



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 ; NA

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

19. 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. Our responsibility is to express an opinion on the available secretarial records based on our Audit.
- I have done the Audit 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 Audit 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. We believe that the process and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, we 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. Our examination was limited to the verification of procedure on test basis.
- 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.

Place: Ghaziabad

Date: 26-09-2019

Signature.....

Name : Neha jain

Membership No.-30822

C.P. No.-14344

