

JAYPEE INFRA TECH LIMITED

CIN: L45203UP2007PLC033119

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NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of the Members of **JAYPEE INFRA TECH LIMITED** will be held on **Monday, 22nd September, 2014 at 10.30A.M. at Jaypee Public School, Sector-128, NOIDA-201 304, (U.P.)** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the **Audited Balance Sheet** as at 31st March, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Shri Sameer Gaur (DIN: 00009496)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Sachin Gaur (DIN:00387718)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Har Prasad (DIN:00104488)**, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint **M/s. R. Nagpal Associates, Chartered Accountants**, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 10th Annual General Meeting (subject to ratification at every AGM) at such remuneration as may be decided by Board of Directors of the Company or Committee thereof.

Special Business

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions:

As Ordinary Resolutions:

6. **RATIFICATION OF TERMS OF APPOINTMENT OF COST AUDITOR**
"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval of members is given to M/s Sanjay Mehra, Cost Auditors approved by Board of Directors/ Audit Committee to carry out Cost Audit of the Company for Financial Year 2014-15 on the terms and conditions as set out in the statement given pursuant to Section 102(1) annexed to this notice."
7. **APPOINTMENT OF SHRI ARUN BALAKRISHNAN (DIN: 00130241) AS DIRECTOR**
"RESOLVED THAT Shri Arun Balakrishnan (DIN: 00130241) Pursuant to the provisions of Articles of Association of the Company be appointed as Director to fill in the casual vacancy caused by resignation of Shri B.K. Taparia, whose term (being liable to retire by rotation) expires at this Annual General Meeting."
8. **APPOINTMENT OF SHRI K P NAIR (DIN: 02611496) AS NOMINEE DIRECTOR**
"RESOLVED THAT Shri K P Nair (DIN:02611496) who has been appointed as Nominee Director of IDBI, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

9. **APPOINTMENT OF SHRI GAURAV JAIN (DIN: 01102024) AS DIRECTOR**

"RESOLVED THAT Shri Gaurav Jain (DIN: 01102024) who was appointed as Additional Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

10. **APPOINTMENT OF SHRI PRAMOD KUMAR AGGARWAL (DIN: 06899447) AS DIRECTOR**

"RESOLVED THAT Shri Pramod Kumar Aggarwal (DIN: 06899447) who was appointed as Additional Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

11. **APPOINTMENT OF INDEPENDENT DIRECTORS:**

- 11(A) **APPOINTMENT OF SHRI M J SUBBAIAH (DIN: 00044799) AS INDEPENDENT DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri M J Subbaiah (DIN: 00044799), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**"

"RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution."

- 11(B) **APPOINTMENT OF SHRI RAJ NARAIN BHARDWAJ (DIN: 01571764) AS INDEPENDENT DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Raj Narain Bhardwaj (DIN: 01571764), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**"

"RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution."

- 11(C) **APPOINTMENT OF SHRI B.K. GOSWAMI (DIN: 00003782) AS INDEPENDENT DIRECTOR**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri B.K. Goswami (DIN:00003782), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**"

"RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of

the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(D) APPOINTMENT OF Dr. B SAMAL (DIN 00007256) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Dr. B Samal (DIN:00007256), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(E) APPOINTMENT OF Dr. RAMESH CHANDRA VAISH (DIN: 01068196) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Dr. Ramesh Chandra Vaish (DIN: 01068196), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(F) APPOINTMENT OF SHRI S BALASUBRAMANIAN (DIN: 02849971) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri S Balasubramanian (DIN: 02849971), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(G) APPOINTMENT OF SHRI S.C. GUPTA (DIN:01127801) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri S.C. Gupta (DIN: 01127801), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(H) APPOINTMENT OF SHRI ARUN BALAKRISHNAN (DIN: 00130241) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Arun Balakrishnan (DIN:

00130241), whose period of office was liable to retire by rotation now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(I) APPOINTMENT OF SHRI B.B.TANDON (DIN: 00740511) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri B B Tandon (DIN: 00740511), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

11(J) APPOINTMENT OF SHRI ANAND BORDIA (DIN: 00679165) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Anand Bordia (DIN:00679165), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. **1st October, 2014.**”

12. APPOINTMENT OF SHRI SAMEER GAUR (DIN:00009496) AS WHOLE-TIME DIRECTOR

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the payment of managerial remuneration to Shri Sameer Gaur (DIN:00009496) as Whole-time Director of the Company for a period of three years w.e.f. **1st August, 2013**, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Sameer Gaur, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

13. APPOINTMENT OF SHRI GAURAV JAIN (DIN01102024) AS WHOLE-TIME DIRECTOR

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Shri Gaurav Jain (DIN: 01102024) as Whole-time Director of the Company for a period of five years w.e.f. **26th May, 2014** on such remuneration, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Gaurav Jain, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no

profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

14. APPOINTMENT OF SHRI PRAMOD KUMAR AGGARWAL (DIN06899447) AS WHOLE-TIME DIRECTOR

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Shri Pramod Kumar Aggarwal (DIN: 06899447) as Whole-time Director of the Company for a period of five years w.e.f. 26th May, 2014 on such remuneration, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Pramod Kumar Aggarwal, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

As Special Resolutions

15. ALTERATION IN THE ARTICLES OF THE COMPANY

“RESOLVED THAT in pursuit to bring the existing Articles of Association of the Company in conformity with the Companies Act, 2013 and pursuant to the provisions of Section 14 and all other relevant provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer (s) of the Company, to give effect to this Resolution.”

16. RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)/ EXTERNAL COMMERCIAL BORROWINGS (ECBs) WITH RIGHTS OF CONVERSION INTO SHARES/ FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)/AMERICAN DEPOSITORY RECEIPTS (ADRs)/GLOBAL DEPOSITORY RECEIPTS (GDRs)/FOLLOW-ON PUBLIC OFFER (FPO)/OPTIONALLY OR COMPULSORILY CONVERTIBLE PREFERENCE SHARES (OCPS/CCPS) ETC.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, and all other applicable provisions, if any, of the Companies Act, 2013 and/ or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof), the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange

Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Govt. of India or any other Competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the “Listing Agreement”) entered into by the Company with the Stock Exchanges where the Company’s Equity Shares of face value of Rs.10/- each (the “Equity Shares”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other statutory or other authority(ies), Bank(s), Institution(s) or body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof), the Board be and is hereby authorized to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time and/or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into Equity Shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Preference Shares (OCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise to be subscribed to, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as the “Investors”), whether or not such Investors are members of the Company or not (including with the provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/associate company(ies)/ holding company as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount/ premium to the market prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, upto an aggregate of Rs. 3000 Crores (Rupees Three Thousand Crore only) in Indian Rupees or US\$ 500 million (whichever is more) or equivalent in any foreign currency (inclusive of such premium/ discount as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency(ies), in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue/ allotment.”

“RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of SEBI (ICDR) Regulations, the allotment of Equity Shares/ Securities shall only be made to Qualified Institutional Buyers at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of the ICDR Regulations and such Securities shall be fully paid-up and the allotment of such Equity Shares/Securities shall be completed within 12 months from the date of passing of this Resolution.”

“RESOLVED FURTHER THAT the Company and/ or any agency or body authorized by the Company, may issue receipts/ certificates representing the underlying Securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/ international practices, norms and regulations, and under the norms and practices prevalent in the International Markets.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares/ Securities at such premium/ discount as may be decided by the Board in its absolute discretion as may be required to be issued and allotted upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari-passu with the then existing Equity Shares in the Company in all respects including as to dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/ Securities to be allotted in each tranche, issue price, face value, premium, discount amount on issue/conversion of securities/ exercise of warrants, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/ arrangements/ MOUs/ documents with any such agencies, as may be necessary to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Managing Director or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company or to any other person to implement the aforesaid Resolution.”

17. TO MAKE INVESTMENTS IN SUBSIDIARY COMPANY

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to make further investment of upto Rs.1,000 Crores (Rupees One Thousand Crores only) furtherand/or issue guarantees or security for loans or performances to or any other purpose, in one or more tranches by acquiring by subscription of Equity Shares/ Preference Shares of Jaypee Health Care Limited (JHCL), subsidiary of the Company, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company alongwith the proposed investment(s) exceeds 60% of the paid-up capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.”

“RESOLVED FURTHER THAT the Board of Directors (or duly constituted Committee) of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this Resolution.”

18. INCREASE IN NUMBER OF DIRECTORS

“RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to increase the number of Directors on the Board of the Company to a maximum of 20 Directors.”

19. AUTHORIZATION FOR ISSUE OF NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT

“RESOLVED THAT pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) do make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible debentures/debt securities, on private placement basis, in one or more tranches, from time to time upto an aggregate amount of Rs.500 Crores (Rupees Five Hundred Crores Only) during the period of one year from the date of passing of this Resolution, within the overall borrowing powers, under Section 180(1)(c) of the Companies Act, 2013 and such other limits as may be approved by the members from time to time.”

“RESOLVED FURTHER THAT the Board and is hereby authorized to finalize the party(ies) (not more than 200 persons in the aggregate) to whom the offer(s)/ invitation(s) is/are to be made, rate of interest including the interest/ redemption schedule and other terms and conditions of the issue etc. and to do at their absolute discretion all such acts, deeds, matters and things including issue of allotment letter/ advice/ certificates and signing of Master Creation/ Corporate Action Forms with the Depository(ies) in respect of the said secured / unsecured,

redeemable, non-convertible debentures / debt securities, settle any question, difficulty or doubt that may arise in this regard, as it may, in its absolute discretion, deem expedient, desirable and necessary including to sign and submit necessary applications, undertakings, declarations, agreements and other papers, and to delegate all or any of the powers herein conferred to any Committee of Directors or Managing Director or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do or caused to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this Resolution.”

20. CREATION OF CHARGE / MORTGAGE ON THE MOVEABLE AND/OR IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN FAVOUR OF LENDERS

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Postal Ballot dated 27th April, 2012, by the members and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create mortgage and/ or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as may be deemed fit, on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or moveable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the bank(s), financial institution(s) or other body(ies) corporate(s), other entity(ies), person(s) etc. in India or abroad, hereinafter referred to as the lender(s), and/or trustees to secure borrowings upto an aggregate amount not exceeding Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) together with interest at the respective agreed rates in respect of bonds, term loans, non-convertible debentures and/ or other instrument(s) including foreign currency borrowings, to be issued in one or more tranches, to Indian/ foreign bank(s), institution(s), companies, other corporate bodies including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, created or entered into by the Company in respect of the said debentures/ bonds/ term loans/ other instrument(s) evidencing such borrowings.”

“**RESOLVED FURTHER THAT** the securities/ mortgages to be created by the Company aforesaid may rank prior/ pari passu with or second / subservient/ subordinate with/ to the mortgages and/ or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.”

21. BORROWING POWERS OF THE BOARD

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, in supersession of all the earlier Resolution passed by the Postal Ballot dated 27th April, 2012, by the members in this regard under the Companies Act,

1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to borrow, on behalf of the Company, any sum or sums of money, from time to time, as it may deem fit, in any manner, and without prejudice to the generality thereof, by way of term loans, non-convertible debentures, bonds, advances, credits, acceptance of deposits or otherwise in Indian rupees or any foreign currency, from any bank(s), any financial institution(s) other entity(ies), body(ies) corporate(s), person(s) etc., in India or abroad, and whether the same may be secured or unsecured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any respect of all, or any, of the Company’s assets and effects or properties including uncalled capital, stock-in-trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, will or may exceed the aggregate of its paid-up capital and free reserves of the Company, apart from temporary loans obtained from Company’s bankers in the ordinary course of business, so however that the total amount upto which the money may be borrowed by the Board under this Resolution, shall not exceed, in the aggregate, the sum of Rs. 15,000 Crores (Rupees Fifteen Thousand Crore only) including foreign currency in equivalent rupees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to delegate to the duly constituted Committee to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

By Order of the Board
For **JAYPEE INFRA TECH LIMITED**

Place: Noida
Date: 26th July, 2014

SACHIN GAUR
Director

Notes:

(ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

A person can not act as proxy on behalf of members exceeding fifty and holding in the aggregate 10% of the total Share Capital of the Company carrying voting rights. However a member holding more than 10% of the total Share Capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy of any other person or shareholder.

(iii) Corporate Member(s) intending to send their respective authorized representative(s) are requested to send a duly certified copy of the Board/Governing Body Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.

- (iv) All documents referred to in the Notice, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
- (v) The Register of Members and Share Transfer Books will remain closed from **Wednesday the 17th September 2014 to Monday the 22nd September 2014** (both days inclusive) for the purpose of Annual General Meeting.
- (vi) Members who are holding shares in physical form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (vii) Any query relating to Financial Statements must be sent to the Company's Registered Office at Sector-128, Noida-201 304 (U.P.) so as to reach at least seven days before the date of the Annual General Meeting. The envelope may please be superscribed "AGM Queries - Attn. Company Secretary."
- (viii) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in dematerialized form), electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (ix) The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be effected through e-mail to its Members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of Members as obtained from Depositories/other sources, unless specifically requested to be sent in physical form. The Members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their shares in physical form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in electronic form are requested to promptly register their e-mail addresses with the Company.
- (x) Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013 by nominating, in Form SH-13, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request.
- (xi) Pursuant to Section 205A read with 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Therefore, Members are requested to encash their Dividend warrants on priority within the validity period. Further, the particulars of unpaid/ unclaimed dividend etc. are being uploaded on the Company's website www.jaypeeinfotech.com in compliance of the Investor Education and

Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

- (xii) Members or their respective proxies are requested to:
- (a) Bring copies of Annual Report sent to the Members at the Annual General Meeting;
- (b) Quote their Folio no./Client ID & DP ID in all correspondence.
- (xiii) **VOTING** : Pursuant to the requirement of listing agreement and Section 107 & 108 of the Act and MCA's circular, members have been facilitated to cast their vote on Agenda items by E-voting (see Annexure) and if present in meeting, shall cast vote in proportion to their shares as on August 14, 2014 through Ballot only instead of show of hands.
- (xiv) SEBI has mandated every member to submit his/her PAN details to his/her depository participant or Company's Registrar (as applicable).
- (xv) **Additional details in terms of Clause 49 of the Listing Agreement in respect of Directors being re-appointed are given hereunder:**

Shri Sameer Gaur

Shri Sameer Gaur, aged 43 years, MBA from University of Wales, U.K., is accredited with management experience of over 19 years. He has been a Director of the Company since its incorporation. He worked as Director-in-Charge (Whole-time) till 31st October, 2010, but he became a Whole-time Director of Jaypee Sports International Limited with effect from 01.11.2010 and he remained there till 31.7.2013. His services as Whole-time Director were recalled with effect from 01.08.2013. He has worked on significant Projects of Jaiprakash Associates Limited, viz. Sardar Sarovar Project in Gujarat, Dulhasti and Baglihar Hydroelectric Projects in Jammu and Kashmir. He is the Managing Director & CEO of Jaypee Sports International Limited.

He is also a Director of Jaiprakash Kashmir Energy Ltd., Jaypee Ventures Pvt. Ltd., Jaiprakash Agri Initiative Company Limited, Himalayan Expressway Ltd., Bhumi Estates Developers Pvt. Ltd., Indus Hotel UK Limited. Jaypee Ganga Infrastructure Corporation Ltd., Indesign Enterprises Private Limited., Jaypee Agra Vikas Ltd., Jaypee Fertilizers & Industries Limited, Anvi Hotels Pvt. Ltd., Sangam Power Generation Company Ltd., and Prayaraj Power Generation Company Ltd.

Shri Sachin Gaur

Shri Sachin Gaur, aged about 39 years, B. Tech., has to his credit experience of over 15 years in managing the planning and execution of different projects, including the 'Tehri Hydro Electric Project', 'Sardar Sarovar Project', 'Omkareshwar Hydro Electric Project' and 'Baglihar Hydro Electric Project'. Shri Sachin Gaur was appointed as a whole-time Director on 10th September, 2007 and reappointed twice, after every three (3) years period.

He is also a Director of Jaypee Sports International Ltd., Anvi Hotels Pvt. Ltd., Jaypee Agra Vikas Ltd., Jaypee Healthcare Ltd. and Jaypee Cement Hockey (India) Ltd. He is also designated as Chief Financial Officer of the Company

Shri Har Prasad

Shri Har Prasad, aged 79 years, B-Tech (Hons) in Civil Engineering, holds Certificate in Projects Management (U.P. Productivity Council) and Certificate of Dam Safety Evaluation with over 47 years of rich experience in the field of Project Management, construction, planning and administration. He joined the Board of the Company on 21st April, 2007. He worked as a Whole-time Director from 10th September, 2007 to 31st March, 2012, and thereafter continued to be director only.

STATEMENT

Following Statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 sets out the material facts relating to item no. 6 to 21 mentioned in the accompanying Notice dated 26th July, 2014:

Item no. 6

As the Members are aware that the Company in terms of Section 148 of the Companies Act, 2013 and Circulars issued thereto is required to carry out the Cost Audit.

On the recommendation of the Audit Committee and the Board of Directors Sanjay Mehra, Cost Accountants have been appointed as Cost Auditors of the Company for the Financial Year 2014-15 in its meeting held on 26th May, 2014.

In terms of Section 148 of the Companies Act, 2013 and the rules made thereunder, the terms of appointment (including remuneration of the Cost Auditors by the Board of Directors needs to be ratified by the Members. The audited committee has recommended that remuneration for FY 2014-15 be paid as may be decided by the Chairman of the Company in consultation with the auditors.

The Board commends the Resolution for approval of the Members as a Ordinary Resolution.

Item no. 7

Shri Arun Balakrishnan, aged 62 years, is B.E (Chemical) from the College of Engineering, Trichur, Kerala and has Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He retired as Chairman & Managing Director of Hindustan Petroleum Corporation Limited (HPCL) on 31st July, 2010. He is on the Board of HPCL Mittal Energy Ltd., Western Coalfields Ltd., NCDEX (National Commodities & Derivatives Exchange) Spot Ltd., MMTC Ltd, Indian Rare Earths Ltd., Mahanagar Gas Ltd., BOC India Ltd., Kazstroy Services BV and KSS Global BLV. Besides, Shri Arun Balakrishnan is Advisor, Mittal Energy India Services Ltd., Council Member, Institute of Company Secretaries of India, Member, Board of Governors, University of Petroleum & Energy Studies, Chairman, Scientific Advisory Committee for Hydrocarbons.

He was appointed as casual director on 17/5/2013 in the vacancy caused by the resignation of Shri B.K. Taparia, whose term, by rotation expires at this Annual General Meeting.

Item no. 8

Shri Krishna Prasad Nair aged, 54 is working now as Executive Director personal Banking with Industrial Bank of India Limited. He was appointed as nominee Director of IDBI Bank w.e.f 29/7/2013 on the Board. He has working experience of many years in financial institutions. He is also Nominee Director on the Board of Biotech Consortium India Limited and Ratnagiri Gas and Power private Limited. He is Also the Chairman of Investment Committee of Biotech Consortium India Limited.

Item no. 9

Shri Gaurav Jain, aged 35 years, has completed his MBA from Indian School of Business, Hyderabad and has experience of 9 years in sales & marketing of real estate, corporate finance and investor relations. He is associated with the business of sales & marketing of real estate, for last many years in Jaiprakash Associates Limited.

He is presently a Director on the Boards of Sparton Growth Fund Private Ltd., Jaypee Agra Vikas Ltd. and Jaypee Infra Ventures (A Private Company with Unlimited Liability). He was appointed as Additional Director w.e.f. 26/5/2014, and this term expires at this Annual General Meeting.

Item no. 10

Shri Promod Kumar Aggarwal, aged 53 years is a fellow member

of Institute of Chartered Accountants of India and holds a Master's degree in Business Management from Faculty of Management Studies, Delhi University. He has more than three decades of experience and expertise in Finance & Accounts, Taxation & Cost Control and Management Information Systems.

Shri Aggarwal does not hold any other directorship.

He was appointed w.e.f. 26/5/2014.

Item No. 7 - 10

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing along with the requisite deposit from four members of the Company, signifying their intention to propose the candidatures of each one of the aforesaid Directors for the office of Director in the ensuing Annual General Meeting.

None of the other Directors/key managerial personnel (KMP) is concerned/interested in the resolutions at item No. 7-10 of the accompanying notice.

The Board commends these resolutions as ordinary resolutions for approval by the members.

Item no. 11(A to J)

APPOINTMENT OF INDEPENDENT DIRECTORS

The Board of the Company presently have 10 Independent Directors (excluding Nominee Director), whose term of office is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, in terms of Section 149(13), 152 and other applicable provisions of the Companies Act, 2013, which became effective from April 1, 2014, Independent Directors can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation. In view of changed provisions as detailed above, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee of the Board designated the 10 Independent Directors on the Board of the Company as Independent Directors of the Company, subject to the approval of the shareholders, w.e.f. 1st October 2014, for five consecutive years for a term up to September 30, 2019, keeping in view their contribution in the growth of the Company and their leadership qualities supported by their qualifications & experience vis-à-vis the size of the Company. The members are requested to authorize the Board of Directors or a Committee of Directors thereof to fix their remuneration and the terms and conditions of appointment. The Board commends the following ten (10) resolutions for approval as Ordinary Resolutions.

None of the other (Non-Independent) Directors or Key Managerial Personnel of the Company and their relatives except the Directors themselves is concerned or interested, financial or otherwise, in the resolution. The particulars of the re-appointed/designated as Independent Directors are as under:

11 (A) Shri M.J. Subbaiah, 71 years, holds a master's degree, being a gold medalist, in economics from Mysore University. He is also a Fellow Member of the Indian Institute of Bankers. Shri Subbaiah is a banker by profession and has over 28 years of experience including as Senior General Manager (Operations), ICICI Bank Limited and as Managing Director of Centurion Bank. He served for five years as a Member of the Tariff Authority for Major Ports, the Port Tariff Regulatory Authority of the Government of India. He is on the Board of the Company since 16/11/2009.

11 (B) Shri R.N. Bhardwaj, aged 68 years, holds a post graduate degree in Economics from Delhi School of Economics, University of Delhi and a Diploma in 'Industrial Relations and Personnel Management' from Punjabi University, Patiala. He has more than 40 years of experience in the fields of Economics, Finance, Investments, Portfolio Management,

Human Resource Management and Securities Market. He has been the former Chairman/Managing Director of Life Insurance Corporation of India and served as a Member of the Securities Appellate Tribunal. He is on the Board of the Company since 16/11/2009.

11 (C) Mr. B. K. Goswami, aged 79 years, holds a master's degree in English from University of Punjab. A former officer of the Indian Administrative Services, he has held numerous positions with departments of the Government of India and various state governments, including, serving as the Chairman of Tea Board of India and the Chief Secretary, Government of Jammu and Kashmir. He is on the Board of the Company since 16/11/2009.

11 (D) Dr. B. Samal, aged 71 years, holds a masters degree (gold medalist) in Agricultural Economics and has a doctorate in Economics from Kalyani University, West Bengal. He also holds a diploma in 'Bank Management' conducted by the National Institute of Bank Management, Pune.

Dr. Samal has, in the past, served as the Chairman and Managing Director of Allahabad Bank and Industrial Investment Bank of India Limited and as a member of the Securities Appellate Tribunal. He is on the Board of the Company since 16/11/2009.

11 (E) Ramesh Chandra Vaish, aged 73 holds a Bachelors Degree in Law and a Masters Degree in Arts and Commerce and a Doctorate in Economics from the University of Florida, U.S.A. He is also a fellow member of the Institute of Chartered Accountants of India and has over 49 years of experience as a Chartered Accountant. He is also a tax consultant and specializes in the areas of corporate planning, international taxation and finance and off-shore investments. He is on the Board of the Company since 16/11/2009.

11 (F) Shri S. Balasubramanian, 71 years, holds a Bachelor's Degree in Commerce from the Madras University, a bachelor's degree in Law from the University of Delhi, a Post-Graduate Diploma in management Accountancy of the Institute of Chartered Accountants of India and a Post-Graduate Diploma in 'Project Management' from the University of Bradford, U.K. He is also an Associate Member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and The Institute of Cost Accountants of India. He was associated with the Company Law Board as its Member, Vice Chairman and Chairman for over 18 years. He was Director/ Joint Secretary in the Ministry of Programme Implementation from October, 1988 to May, 1991 dealing with monitoring the implementation of public sector projects costing over Rs.1,000 million. He was also associated with the Department of Posts as the Director-in-charge from 1985 to 1988 and with the Indian Telephone Industries, Bangalore as the Chief Financial Manager from 1979 to 1985. He has also been a consultant to the Governments of Malawi and Brunei Darussalam to advise these Governments for costing and fixation of tariffs for various kinds of postal services. He has also served as the Central Government Nominee on the Central Council of the Institute of Chartered Accountants of India during the period commencing from 1999 to 2000. He is on the Board of the Company since 16/11/2009.

11 (G) Shri S.C. Gupta, aged 73, is B.Sc., B.Arch., and PG.DIP. T & CP and a fellow of Institute of Town Planning of India (FITPI). He is an accomplished Planner with over 36 years of experience in the field of Urban Development Planning. He retired as Additional Commissioner (Planning) from the Delhi Development Authority (DDA) in 1994. He is also a Professor of Planning at the School of Planning and Architecture, New Delhi. He is a senior advisor to the Association of

Metropolitan Development Authorities and the Delhi Urban Arts Commission.

As a consultant to the Asian Development Bank (ADB), he gave advice to Government of Uttarakhand on projecting Disaster management needs for Urban Development in the State. He is on the Board of the Company since 16/11/2009.

11 (H) Shri Arun Balakrishnan, aged 62 years, is B.E (Chemical) from the College of Engineering, Trichur, Kerala and has Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He retired as Chairman & Managing Director of Hindustan Petroleum Corporation Limited (HPCL) on 31st July, 2010. He is on the Board of the Company since 17/5/2012.

11 (I) Mr. Brij Behari Tandon, aged about 72 years, holds Bachelor's Degree in Law and Master's Degree in Economics from the University of Delhi. He also holds an Associate Certificate from the Indian Institute of Bankers (CAIIB). Shri B. B. Tandon was a Member of the Indian Administrative Services (IAS) from 1965 to 2001. He held various positions in the Government of India and Government of Himachal Pradesh including as Principal Secretary, Power and Chairman, Himachal Pradesh State Electricity Board. He handled several key assignments in the Cabinet Secretariat, Department of Defence Production and Supplies, the Ministry of Industry and the Ministry of Mines, Government of India. Shri Tandon was the Chief Election Commissioner of India in 2006. He is on the Board of the Company since 16/11/2009.

11 (J) Shri Anand Bordia, aged 70 years, M.A., was a Whole-time Director of the Company for four years i.e. from 1st February, 2009 to 31st January 2011. Prior to joining our Company he was working as Member (Finance) with National Highways Authority of India. He gained vast experience of over 40 years working at senior levels in Government Sector. Shri Bordia held senior positions in the Government including First Secretary (Trade) High Commission of India, London, Collector of Customs, Delhi and Director General Audit, Custom and Central Excise. As Joint Secretary, Ministry of Social Justice and Empowerment, he was instrumental in finalizing the new privately managed defined contributory pension system (recently introduced by the Government of India). He is on the Board of the Company since 12/11/2012.

Item No. 12

Shri Sameer Gaur, Whole-time Director.

Shri Sameer Gaur, aged 40 years, MBA from University of Wales, U.K., is accredited with management experience of over 15 years. He has been a Director of the Company since its incorporation. He worked as Director-in-Charge (Whole-time) till 31st October, 2010. He continued as a Director till 31st July, 2013, but was appointed again as Whole-time Director for three years with effect from the 1st August, 2013 by the Board in its meeting held on the 29th July, 2013 and his remuneration was approved by the Remuneration Committee as under:

I Salary

Pay scale

3,50,000-35,000-5,25,000-52,500-7,87,500-78,750-11,81,250

Basic Salary

Rs. 8,66,250/- pm.

With annual increment on 1st April every year starting from 1st April 2014.

II Perquisites and other benefits:

The perquisites, include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical

reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half month's salary for each completed year of service and leave encashment at the end of the tenure etc. Annual perquisites, save and except the following, would be restricted to an amount equal to the annual salary.

- (i) Contribution to provident fund, superannuation fund or annuity fund as per rules/policy of the Company.
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service payable.
- (iii) Encashment of leave at the end of the tenure as per rules/policy of the Company.

Shri Sameer Gaur shall also be entitled for a Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Chairman-cum-Managing Director of the Company is authorised to fix the inter-se ceilings/limits of various perquisites.

Shri Manoj Gaur, Chairman and Smt. Rekha Dixit, Director, being the relatives are interested in the aforesaid Resolution. None of the other Directors / KMP is interested. The Board commends the aforesaid resolution for approval by the members.

Item No. 13

Shri Gaurav Jain

Shri Gaurav Jain, aged 35 years, has completed his MBA from Indian School of Business, Hyderabad and has experience of 9 years in sales & marketing of real estate, corporate finance and investor relations. He is associated with the business of sales & marketing of real estate, for last many years in Jaiprakash Associates Limited.

Shri Gaurav Jain was co-opted as Additional Director by the Board in its meeting held on the 26th May 2014. The Board in the same meeting appointed him as Whole-time Director for a period of five years on the remuneration as under with effect from the 26th May, 2014, as approved by the Remuneration Committee.

I. Salary

Pay Scale :

Rs.300000-30000-45000-675000-67500-1012500

Basic salary :

Rs.3,00,000/- pm.

With annual increment on 1st of June, every year starting from 1st June, 2015.

II. Perquisites which include:

Perquisites include accommodation/HRA (equivalent to 60% of the Basic Pay), reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure, etc. Annual perquisites, save and except the following, would be restricted to an amount equal to the annual salary.

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service;
- (iii) Encashment of leave at the end of the tenure as per rules / policy of the company.

Shri Gaurav Jain shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Chairman-cum-Managing Director of the Company is authorised to fix the inter-se ceilings/limits of various perquisites.

None of the Directors/key managerial personnel is interested in the aforesaid resolution. The Board commends the aforesaid resolution for approval by the members.

Item No. 14

Shri Promod Kumar Aggarwal.

Shri Promod Kumar Aggarwal is a Fellow Member of the Institute of Chartered Accountants of India and has experience of about 30 years. He has been working in this Company as Senior Vice President and is heading the Finance Department. The Board, in its meeting held on the 26th May, 2014, co-opted him as Additional Director, and then elevated him to the position of Whole-time Director of the Company for a period of five years on a remuneration as under, with effect from 26th May, 2013 as was approved by the Remuneration Committee.

I. Salary

Pay Scale :

Rs.300000-30000-45000-675000-67500-1012500

Basic salary :

Rs.3,00,000/-

With annual increment on 1st of June, every year starting from 1st June, 2015.

II. Perquisites which include:

Perquisites include accommodation/HRA (equivalent to 60% of the Basic Pay), reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure, etc. Annual perquisites, save and except the following, would be restricted to an amount equal to the annual salary.

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service;
- (iii) Encashment of leave at the end of the tenure as per rules / policy of the company.

Shri Promod Kumar Aggarwal shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

The Chairman-cum-Managing Director of the Company is authorised to fix the inter-se ceilings/limits of various perquisites.

None of the Directors / key-managerial personnel is interested in the aforesaid resolution. The Board commends the aforesaid resolution for approval by the members.

Item no. 15

ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of Association ("AoA") of the Company as presently in force were what they were when the Company was incorporated in 1995. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of

holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 15 of the Notice.

The Board commends the Resolution for approval of the members as an Special Resolution.

Item no. 16

RAISING OF FUNDS

Keeping in view the requirement of funds for the Company's on-going projects and the subsidiary and also to reduce the Company's debt, as assessed the Board in its meeting held on 26th July, 2014 decided to seek members' approval/ renewal of members' approval by way of a Special Resolution for raising of funds / resources in Indian Rupees or equivalent thereof in any Foreign Currency in one or more tranches upto an aggregate amount of Rs. 3000 Crore (Rupees Three Thousand Crore only) or equivalent to US\$ 500 million (whichever is more) through various Domestic/International options, including QIP/ECB with conversion into shares/ FCCBs/ ADRs/ GDRs/ FPO/ Optionally or Compulsorily Convertible Preference Shares etc., pursuant to Section 62 of the Companies Act, 2013, and SEBI ICDR Regulations as amended.

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company, by a Special Resolution, for each of the offers or invitations.

In terms of SEBI ICDR Regulations, as amended, Companies making further issue of Equity Shares / Securities, and/or the price therefore (including premium and / or discount thereof) should be as determined in terms of SEBI ICDR Regulations. Additionally, the Company may offer a discount of not more than 5% (or any other discount as might be notified in SEBI ICDR Regulations from time to time) on the price calculated in accordance with SEBI ICDR Regulations. In relation to any ECB which is convertible into Equity Shares of the Company, FCCBs, ADRs, GDRs the pricing of the Equity Shares (including premium and / or discount thereof) shall be in accordance with Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, any pricing norms provided by the RBI, Government of India, the SEBI ICDR Regulations and / or any other applicable law for the time being in force. Accordingly, the Resolution at item No.16 seeks to empower the Board to issue Equity Shares /Securities to domestic members or through various domestic / International options including QIP/ ECB with rights of conversion into shares/FCCBs/ADRs/GDRs/FPO/ Compulsorily or Optionally Convertible Preference Shares (CCPS/ OCPS) etc., in one or more offerings/tranches.

The Board may in its discretion adopt any mechanism in order to facilitate and meet its objectives as stated in the aforesaid paragraphs.

The said Resolution is an enabling Resolution conferring authority on the Board or Committee thereof to do all acts and deeds, which may be required to issue/offer equity shares/ securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic /international offering(s) will be determined in consultation with the Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Guarantors, Consultants, Advisors, Underwriters and/or such other intermediaries such as Custodians, Depositories, Escrow Bankers, Lawyers, Registrars, Trustees, Professionals as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force.

Section 62(1)(c) of the Companies Act, 2013 inter-alia, provides that whenever it is proposed to increase the subscribed capital of the Company by further issue/offer and allotment of shares, such shares shall be offered to the existing members of the Company in the manner laid down in Section 62 of the Companies Act, 2013 unless the members decide otherwise by a Special Resolution.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and in terms of the provisions of the Listing Agreements entered into by the Company with the Stock Exchanges, authorizing the Board to issue Equity Shares/ Securities, as stated in the Resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Equity Shares / Securities.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested in the Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board commends the Resolution for approval of the members as a Special Resolution.

Item No. 17

As the members are aware, your Company's subsidiary, namely Jaypee Health Care Limited (JHCL) is setting up 504 rooms, multi speciality hospital in Sector – 128, Noida has been planned to setting up more hospitals at other locations/stations.

The Board in its meeting held on 26th July, 2014 authorized making of further investment upto Rs. 1,000 crores in JHCL by way of Equity/ Preference Shares, and giving of guarantees/securities, etc. Your

Company has already invested an amount of Rs. 250 Crores in equity share.

Your Company is considering to make further investment by way of capital contribution by subscribing to Equity or Preference Shares or providing of Securities/guarantees to secure the loan or any other debt to enable its subsidiary to expand its horizon or pay off loans etc., any time in future.

In terms of Companies Act, 1956 (earlier in force), only the approval of Board of Directors was adequate in case of Infrastructure Companies for making investment in other bodies corporate, approval of the members was not required. However, pursuant to provisions of the Section 186 of the Companies Act, 2013, investments by way of subscription, purchase or otherwise the securities of any other body corporate requires prior approval of members by way of Special Resolution.

Save and except, Shri Manoj Gaur (DIN: 00008480), Shri Sunil Kumar Sharma (DIN: 00008125) and Ms. Rekha Dixit (DIN: 00913685) and Shri Sachin Gaur (DIN:00387718) who are also on the Board of JHCL, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board commends the Resolution for approval of the members as a **Special Resolution**.

Item no. 18

As the members are aware, existing Article 85(a) of the Articles of Association (AOA) of the Company as amended on 21st November, 2009, provides that the Board of Directors shall consist of not less than three Directors and not more than 20. The Company had, in the past sought the approval of Ministry of Corporate Affairs, from time to time, for increase in total number of Directors from 12 to 20.

At present, the Company has a Board of 20 Directors.

As per Section 149(1) of the Companies Act, 2013 notified on April 1, 2014, every Company shall have a Board of Directors consisting of a maximum of 15 Directors. However, the proviso to Section 149(1) of the Companies Act, 2013, permits a Company to appoint more than 15 Directors after obtaining members' approval by way of a Special Resolution within a period of one year from the date of commencement of the provision of this Section.

In the circumstances, members' approval by way of a Special Resolution is sought in terms of Section 149(1) of the Companies Act, 2013.

All the Directors on the Board of the Company and their relatives may be deemed to be concerned or interested in the proposed Resolution. However, none of the Key Managerial Personnel and their relatives except the Key Managerial Personnel who are on the Board may be deemed to be concerned or interested in the proposed Resolution.

The Board commends the Resolution for your approval as a Special Resolution.

Item no. 19

With a view to meet the Company's requirement of funds for capital expenditure and long term working capital needs, the Company, as in the past, might utilize the option of raising funds by way of issue and allotment of secured/un-secured, redeemable, non-convertible debentures / debt securities on private placement basis, in one or more tranches, from time to time upto an amount of **Rs. 500 Crores** (Rupees Five Hundred Crores Only) during the period of one year from the date of passing of the Resolution, within the overall borrowing powers, under Section 180 (1) (c) of the Companies Act, 2013 and such other limits as may be approved by the members from time to time.

As per Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014,

a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the company, by a Special Resolution, for each of the offers or invitations.

Accordingly, this Resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer secured/un-secured, redeemable, non-convertible debentures/debt securities on private placement basis, in one or more tranches, from time to time upto an amount of Rs. 500 Crores (Rupees Five Hundred Crores Only) at face value during the period of one year from the date of passing of the Resolution, within the overall borrowing powers under Section 180 (1) (c) of the Companies Act, 2013, in one or more tranches, including the size, structure and timing of the issue(s)/offer(s) at the appropriate time(s). The detailed terms and conditions for the offer/ invitation will be determined in consultation with the parties concerned including the intermediaries as may be appointed for the issue/offer, if any. In the circumstances, the consent of the members is being sought.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the Resolution, except Shri K.P. Nair (DIN:02611496)(IDBI Nominee Director) who may be deemed to be concerned or interested in respect of non-convertible debentures or other debt instruments as mentioned above, that might be subscribed by IDBI Bank Ltd.

The Board commends the Resolution for approval of the members as a **Special Resolution**.

Item no. 20 & 21

The Ministry of Corporate Affairs (MCA) has vide its Circular dated March 25, 2014 clarified that the resolution passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the company will be effective for a period of one year from the date of notification of Section 180 of the Act which would be September 11, 2014.

Pursuant to the above clarification, it is proposed to seek a fresh approval of the Members under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013. The members would recall that through the result of Postal Ballot dated 27th April, 2012, they had delegated borrowing powers to the Board to the extent of Rs.15,000 crores. This limit is considered to be adequate to cover all the existing loans & other borrowings as well as the proposed issue of new debt instruments through public or on private placement basis. The Shareholders have further authorized the Board/ Committee thereof, pursuant to the applicability of Section 293(1)(a) to create mortgage and/or charge over its movable and immovable properties of the Company present and future in favour of any lender(s)/security trustee(s) to secure their loans, interest, repayments, damages etc, upto extent of its liabilities for an amount aggregating not exceed to Rs. 15,000 Crores.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested in the Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board commends the above Resolutions 20 and 21 both for approval of the members as a Special Resolution.

By Order of the Board
For **JAYPEE INFRA TECH LIMITED**

Place: Noida
Date: 26th July, 2014

SACHIN GAUR
Director

