

NOTICE

NOTICE is hereby given that the **9th Annual General Meeting** of the Members of Jaypee Infratech Limited will be held on **Friday, the 30th September, 2016 at 10:30 A.M.** at Jaypee Public School, Sector 128, Noida - 201 304, U.P., to transact the following businesses:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of **Shri Gaurav Jain (DIN: 01102024)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of **Shri Sunil Kumar Sharma (DIN: 00008125)**, who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of **Shri Sameer Gaur (DIN: 00009496)**, who retires by rotation and, being eligible, offers himself for re-appointment.

5. Ratification of appointment of Statutory Auditors and to fix their remuneration:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the Resolution passed by the members at the 7th Annual General Meeting of the Company held on 22nd September, 2014, the appointment of **M/s R. Nagpal Associates, Chartered Accountants** (Firm Registration No. 002626N), as the Statutory Auditors of the Company to hold office till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2017, as may be determined by the Audit Committee of the Board of Directors.”

Special Business:

6. Ratification of remuneration of the Cost Auditors:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time, the remuneration payable to M/s Jatin Sharma & Co., Cost Accountants (Firm Registration No. 101845), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2017, as set out in the Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take

all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. Approval of Related Party Transaction

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, consent of the members be and is hereby accorded for sub-leasing the land held as “Stock-in-trade” towards settlement of its dues owed to Jaiprakash Associates Limited (JAL), the holding company, directly in favour of the lenders/bankers of JAL for simultaneous settlement of the interest overdues payable by JAL to the said lenders/bankers as per details as set out under Item No. 7 of the Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committees of the Board constituted to exercise its powers conferred by this Resolution) be and is hereby authorised to do or cause to be done all acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the said transaction and execute such agreements, documents and writings, as may be necessary or desirable for the purpose of giving effect to this Resolution, in the best interest of the Company.”

8. Re-appointment of Shri Manoj Gaur (DIN: 00008480) as Chairman cum Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 178, 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and subject to such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Manoj Gaur (DIN: 00008480)** as the Chairman cum Managing Director of the Company, being liable to retire by rotation, for a further period of five years w.e.f. 07th May, 2016 to 06th May, 2021, without payment of remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

9. Re-appointment of Smt. Rekha Dixit (DIN: 00913685) as Whole-Time Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force)

and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Smt. Rekha Dixit (DIN: 00913685)** as the Whole-time Director of the Company, being liable to retire by rotation, for a further period of three years with effect from 01st June, 2016 to 31st May, 2019 on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals, as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Smt. Rekha Dixit, notwithstanding that in any financial year during the tenure of appointment as Whole-time Director, the Company has made no profits or its profits are inadequate, in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

10. Re-appointment of Shri Sachin Gaur (DIN: 00387718) as Whole-Time Director & CFO

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Sachin Gaur (DIN: 00387718)** as the Whole-time Director & CFO of the Company, being liable to retire by rotation, for a further period of three years w.e.f. 10th September, 2016 to 09th September, 2019 on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals, as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Sachin Gaur, notwithstanding that in any financial year during the tenure of appointment as Whole-time Director & CFO, the Company has made no profits or its profits are inadequate, in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

11. Re-appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-time Director to be designated as Jt. Managing Director*

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Sameer Gaur (DIN: 00009496)** as the Whole-time Director to be designated as the Jt. Managing Director of the Company, being liable to retire by rotation,* for a further period of three years w.e.f. 01st August, 2016 to 31st July, 2019, on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals, as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Sameer Gaur, notwithstanding that in any financial year during the tenure of appointment as Whole-time Director, the Company has made no profits or its profits are inadequate, in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

Registered Office Address:

Sector-128, Gautam Budh Nagar,
Noida - 201304 (U.P.)

SUMAN LATA
Company Secretary
FCS-4394

Place: Noida

Dated: 26th May, 2016

***ADDENDUM**

Shri Sameer Gaur (DIN:00009496) has since resigned from the office of Whole-time Director/ Jt. Managing Director of the Company due to personal reasons, and his resignation has been accepted by the Board w.e.f 31st August, 2016. However, he will continue to be the Non- Executive Director of the Company.

In view of the above, the tenure of re-appointment of Shri Sameer Gaur as Whole-time Director/ Jt. Managing Director of the Company mentioned in the Resolution set out at Item No. 11 of the Notice, be read as:

“for a further period of one month w.e.f 1st August, 2016 to 31st August, 2016.”

The Members may consider the same for approval of Resolution at Item No. 11, accordingly.

Dated: 31st August, 2016

SUMAN LATA
Company Secretary
(FCS-4394)

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed and signed, must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A blank proxy form in Form No. MGT-11 is enclosed.**

A person can act as proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member or shareholder.

2. Corporate Member(s) intending to send their respective authorized representative(s) to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting, set out in the Notice of the Meeting, is annexed hereto.
4. Members/Proxies/Authorised Representatives are requested to bring their duly filled in attendance slip along with their copy of the Annual Report at the Meeting. A blank Attendance Slip for the Meeting is enclosed.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All relevant documents referred to in the accompanying Notice will be available for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. The Register of Members and Share Transfer Books will remain closed from **Saturday, the 24th September, 2016 to Friday, the 30th September, 2016** (both days inclusive) for the purpose of the Annual General Meeting.
8. Members holding shares in demat form are requested to immediately notify any change in their address or bank mandates to their respective Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates to the Company or the Company's RTA i.e. Karvy Computershare Pvt. Ltd. Members are requested to quote their Folio No./DP ID and Client ID in all their correspondences with the Company or the RTA.
9. 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 demat form), electronic transfer, savings in stamp duty, prevention of forgery etc.
10. Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013, by nominating in Form SH-13, 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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants with whom they are

maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's RTA i.e., Karvy Computershare Pvt. Ltd.

12. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with the Company Secretary at the Company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). The detailed dividend history and due dates for transfer to IEPF are available on 'Investors' page on the Company's website i.e., at www.jaypeeinftratech.com.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the Rules thereunder, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility as an option to its Members (whether holding shares in physical form or in dematerialized mode) to enable them to exercise their right to vote electronically on Resolutions set forth in the accompanying Notice, through electronic voting service facility arranged by the Central Depository Services (India) Limited (CDSL). Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

Members desiring to opt for remote e-voting, as per the facilities arranged by the Company through CDSL, are requested to carefully read the instructions for remote e-voting as annexed hereto before exercising their vote. Please note that remote e-voting is optional.

14. The members can opt for only one mode of voting i.e. either by remote e-voting or by physical ballot. If the members are opting for remote e-voting, then they should not opt for voting by physical Ballot. In case the members cast their vote both by physical ballot and remote e-voting, then voting done through remote e-voting will prevail and voting done through physical Postal Ballot will be treated as invalid.
15. Copies of the Notice of the 9th Annual General Meeting together with the Annual Report are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) and for members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Upon request, printed copy of the Annual Report will be supplied to those shareholders to whom Annual Report has been sent through electronic mode. The Notice is also available on the Company's website www.jaypeeinftratech.com and on the website of CDSL www.cdslindia.com. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including the Annual Reports, Notices and circulars etc. from the Company electronically.
16. **Additional details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors retiring by rotation and seeking re-appointment at the Meeting, are given hereunder:**

Shri Gaurav Jain (DIN: 01102024), aged 37 years is MBA (Finance) from Indian School of Business, Hyderabad and

possesses around 16 years of experience in sales & marketing of real estate, corporate finance and investor relations. He was appointed as Whole-time Director of the Company with effect from 26th May, 2014 and has been associated with the sales & marketing division of real estate of the Group.

He is also a Director of Jaypee Agra Vikas Limited, Sparton Growth Fund Private Limited, RPJ Minerals Private Limited and Jaypee Infra Ventures (A Private Company with Unlimited Liability). He is a member of Fund Raising Committee of Jaypee Infratech Limited and Corporate Social Responsibility Committee of Jaypee Infra Ventures (A Private Company with Unlimited Liability).

Shri Gaurav Jain holds 5000 Equity Shares in the Company and does not hold any share in any other capacity. Shri Gaurav Jain is not related to any other Director on the Board of Directors of the Company.

Shri Sunil Kumar Sharma (DIN: 00008125), aged 56 years is the Vice-Chairman of the Company. He holds a Degree in Science from Meerut University and possesses 33 years of experience in planning, procurement, execution and management. He has been instrumental in the successful completion of several engineering construction projects, including Hotel Siddharth, Hotel Vasant Continental, one million ton per annum cement plant at Rewa and raising the Lakhya Dam in Karnataka. He was the Director-in-Charge of the underground power house works at Jhakri, Rockfill Dam chute and shaft spillway works of the Tehri Hydel Project and the works at the Chamera-II Hydel Project.

Shri Sunil Kumar Sharma is also on the Boards of Jaiprakash Associates Limited, Jaiprakash Power Ventures Limited, Jaypee International Logistics Company Private Limited, Jaypee Arunachal Power Limited, Prayagraj Power Generation Company Limited, Jaypee Fertilizers & Industries Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Indesign Enterprises Pvt. Limited and Jaypee Healthcare Limited. He is the Chairman of Audit Committee of Jaypee Arunachal Power Limited and Stakeholders' Relationship Committee of Jaypee Infratech Limited. He is also Member of the Nomination and Remuneration Committee of Jaypee Infratech Limited, and member of the Stakeholders' Relationship Committee of Jaiprakash Associates Limited and is also member of the Finance Committee and Committee of Directors of Jaiprakash Power Ventures Limited.

Shri Sunil Kumar Sharma holds 75,000 Equity Shares in the Company in his own name. Shri Sunil Kumar Sharma is not related to any other Director on the Board of Directors of the Company.

Shri Sameer Gaur (DIN: 00009496): Brief resume of Shri Sameer Gaur, nature of his experience in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se, as stipulated in regulation 36(3) of the SEBI Listing Regulations, 2015, are provided at Item No. 11 of the Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Businesses mentioned under Item Nos. 6 to 11 of the accompanying Notice:

Item No. 6

The Board, on the recommendation of the Audit Committee, in its Meeting held on 26th May, 2016, approved the appointment and remuneration of M/s Jatun Sharma & Co., Cost Accountants (Firm Registration No. 101845), as Cost Auditors of the Company to conduct

the audit of the cost records of the Company for the Financial Year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of Audit fees amounting to Rs. Four Lakh, payable to the Cost Auditors for conducting audit of the Cost Records of Company for the Financial Year ending 31st March, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 7

The Company had awarded Works Contracts to Jaiprakash Associates Limited (JAL), the holding Company for construction of Yamuna Expressway and also for development of its land parcels located along the Expressway.

In this regard, the Company has received a request from JAL for their immediate payment against the work done in order to meet JAL's own obligation towards Lenders / Bankers.

At the Company's request, JAL has agreed for sub-lease of the land held by the Company as "Stock-in-trade" towards settlement of its dues owed to JAL, directly in favour of the lenders/bankers of JAL with simultaneous settlement of the overdues payable by JAL to the said lenders/bankers.

The aforesaid transactions are in the ordinary course of business and at a prevailing market rate and hence, at arm's length basis also.

The transactions have been approved by the Audit Committee in its Meetings held on 2nd November, 2015 and 29th March, 2016.

In terms of the Explanation to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as the consideration for the transactions exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements, the same is considered material in nature. Accordingly, approval of the members is sought.

Shri Manoj Gaur, Chairman cum Managing Director, Shri Sunil Kumar Sharma, Vice Chairman and Shri Basant Kumar Goswami, Director of the Company are also Directors on the Board of Directors of JAL. None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way financially or otherwise, concerned or interested in the said resolution.

Pursuant to Regulation 23(4) of the Regulations, all entities falling within the definition of related parties shall abstain from voting on this Resolution

The Board recommends the Resolution set forth at Item No. 7 of this Notice for approval of the members as an **Ordinary Resolution**.

Particulars required to be disclosed pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

| S. No. | Particulars | Details |
|--------|---|----------------------------------|
| 1. | Name of the Related Party | Jaiprakash Associates Ltd. (JAL) |
| 2. | Name of the Director or Key Managerial Personnel who is related, if any | Nil |
| 3. | Nature of Relationship | Holding Company |

| 4. | (i) Nature - Settlement of outstanding dues by sub-lease of 476.29 acres of land located at Jaganpur, Mirzapur, U.P. in favour of JAL's Lenders/ Bankers for an aggregate compensation of Rs. 2647.24 crore. | | | | |
|------------|--|--|--|---------------------|---|
| | (ii) Monetary Value - Rs. 2647.24 crore | | | | |
| | (iii) Particulars of the contract or arrangement and material terms | | | | |
| | Lease Deed dated | Name of Lenders / Banker of JAL, holding Company | Particulars of land | Value (Rs.in Crore) | Amount settled towards JAL (Rs. in Crore) |
| | 31.12.2015 | ICICI Bank | 240 acres of land situated at Jaganpur, U.P. | 1254.00 | 1254.00 |
| 26.04.2016 | ICICI Bank | 49.47 acres of land situated at Mirzapur, U.P. | 460.64 | 460.64 | |
| 30.03.2016 | IDBI Bank | 77.49 acres of land situated at Mirzapur, U.P. | 404.50 | 404.50 | |
| 20.04.2016 | Axis Bank | 109.33 acres of land situated at Mirzapur, U.P. | 528.10 | 528.10 | |

Item No. 8

Shri Manoj Gaur (DIN: 00008480) is on the Board of Directors of the Company since the Company's inception and was elected as the Chairman of the Board with effect from 21st April, 2007. He was then appointed as the Chairman and Chief Executive Officer of the Company from 1st February, 2011 and thereafter was appointed as the Chairman cum Managing Director w.e.f 7th May, 2011 for a period of five years. His present term has expired on 6th May, 2016 and continuation of his employment as Chairman cum Managing Director requires approval of the members.

Shri Manoj Gaur holds a Bachelor's Degree in Civil Engineering from Birla Institute of Technology and Sciences, Pilani. He has over 28 years of rich experience in all spheres of corporate management and finance matters. He is the Chairman cum Managing Director of the Company and has been associated with various activities of the Jaypee Group including Engineering, Construction, Hydro Power, Cement, Real Estate, Information Technology, Hospitality and Education.

Keeping in view that Shri Manoj Gaur has rich and varied experience in the industry and has been involved in the operations of the Company since inception, it would be in the interest of the Company to continue the employment of Shri Manoj Gaur as Chairman cum Managing Director.

Accordingly, concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the shareholders' approval, the Board of Directors of the Company in its Meeting held on 11th February, 2016 approved the reappointment of Shri Manoj Gaur as the Chairman cum Managing Director for a further period of five years w.e.f. 07th May, 2016 to 06th May, 2021, without payment of remuneration.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is provided at **Annexure B** of this Notice.

Save and except, Shri Manoj Gaur to whom the resolution relates alongwith his relatives including Smt. Rekha Dixit, Whole-time Director and Shri Sameer Gaur, Jt. Managing Director, none of the Directors/ Key Managerial Personnel of the Company/their relatives is, in any way, financially or otherwise concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 8 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 9

Smt. Rekha Dixit joined the Board of Directors of the Company as a Director on 28th May, 2010 and was appointed as the Whole-time Director w.e.f 1st June, 2010. Since then she has been actively involved in the Company's operations. Her present term would expire on 31st May, 2016 and continuation of her employment as a Whole-time Director requires approval of the members.

Smt. Rekha Dixit holds Masters' Degree in English from Delhi University. She has over 17 years of experience in commercial and financial matters and has been responsible for procurement and material management in the Jaypee Group for its construction sites for over 10 years. From 2012 onwards, she has been responsible for the operation of the Company's flagship hospital i.e., Jaypee Hospital at Noida.

Keeping in view her experience and involvement in the operations of the Company, it would be in the interest of the Company to continue the employment of Smt. Rekha Dixit as Whole-time Director.

Accordingly, concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the shareholders' approval, the Board of Directors of the Company in its Meeting held on 11th February, 2016 approved the reappointment of Smt. Rekha Dixit as Whole-time Director for a further period of three years w.e.f. 01st June, 2016 to 31st May, 2019, on the following terms and conditions including remuneration:

- 1. Term of Appointment:** 3 years, w.e.f 01st June, 2016 to 31st May, 2019
- 2. Basic Pay:** Rs. 4,20,000/- (Rupees Four Lac Twenty Thousand only) per month in the following pay scale:
Rs. 300000-30000-450000-45000-675000-67500-1417500
(With an annual increment on 1st April of every year)

3. Perquisites and other benefits:

Besides the above salary, the Whole-time Director shall be entitled to perquisites which may include accommodation/ HRA, Reimbursement of expenses for Gas, Electricity, Water and Furnishings; Medical Reimbursements; Leave Travel Concession (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 etc.

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 payable at a rate not exceeding half a month's salary for each completed year of service;
- (iii) Encashment of leave as per rules/policy of the Company.

Smt. Rekha Dixit shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

In the event of absence or inadequacy of profits in any financial year during the tenure of Smt. Rekha Dixit as Whole-time Director of the Company, the aforesaid remuneration shall be paid as minimum remuneration, subject to the limits prescribed under Schedule V to the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), or such other limits as may be prescribed by the Central Government from time to time.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as **Annexure-A**.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as **Annexure-B**.

Save and except, Smt. Rekha Dixit to whom the resolution relates alongwith her relatives including Shri Manoj Gaur, Chairman cum Managing Director and Shri Sameer Gaur, Jt. Managing Director, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 9 of the Notice for approval of the members as a **Special Resolution**.

Item No. 10

Shri Sachin Gaur joined the Board of Directors of the Company as a Director on 21st April, 2007 and was appointed as Whole-time Director w.e.f 10th September, 2007. He was also designated as the Chief Financial Officer of the Company w.e.f 1st February, 2011. His present term would expire on 9th September, 2016 and continuation of his employment as a Whole-time Director & CFO requires approval of the members.

Shri Sachin Gaur holds Bachelor's degree in Technology, Specialization in 'Industrial Engineering' from North Carolina State University, USA and Post Graduate Diploma in Finance from University of California, Berkeley, USA. He has to his credit experience of over 17 years in managing the planning and execution of different projects of the Group. Shri Sachin Gaur has been reappointed twice as Whole-time Director & CFO of the Company and has been actively involved in the Company's operational and financial matters.

Keeping in view his rich and varied experience and his involvement in the operations and financial matters of the Company, it would be in the interest of the Company to continue the employment of Shri Sachin Gaur as Whole-time Director & CFO of the Company.

Accordingly, concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the shareholders' approval, the Board of Directors of the Company in its Meeting held on 11th February, 2016 approved the reappointment of Shri Sachin Gaur as Whole-time Director & CFO for a further period of three years w.e.f. 10th September, 2016 to 09th September, 2019, on the following terms and conditions including remuneration:

1. **Term of Appointment:** 3 years, w.e.f 10th September, 2016 to 9th September, 2019

2. **Basic Pay:** Rs. 8,77,500/- (Rupees Eight Lac Seventy Seven Thousand Five Hundred only) per month in the following pay scale:

Rs. 300000-30000-450000-45000-675000-67500-1417500
(With an annual increment on 1st April of every year)

3. **Perquisites and other benefits:**

Besides the above salary, the Whole-time Director shall be entitled to perquisites which may include accommodation/ HRA, Reimbursement of expenses for Gas, Electricity, Water and Furnishings; Medical Reimbursements; Leave Travel Concession (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 etc.

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 payable at a rate not exceeding half a month's salary for each completed year of service;

(iii) Encashment of leave as per rules/policy of the Company.

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

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Sachin Gaur as Whole-time Director & CFO of the Company, the aforesaid remuneration shall be paid as minimum remuneration, subject to the limits prescribed under Schedule V to the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), or such other limits as may be prescribed by the Central Government from time to time.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as **Annexure-A**.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as **Annexure-B**.

Save and except, Shri Sachin Gaur to whom the resolution relates alongwith his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 10 of the Notice for approval of the members as a **Special Resolution**.

Item No. 11

Shri Sameer Gaur, has been associated with the Company as Director since its incorporation. He was appointed as Whole-time Director w.e.f. 10th September, 2007 and designated as Joint Managing Director w.e.f. 1st August, 2013 for a period of three years and has been actively involved in the Company's operations since its inception. His present term would expire on 31st July, 2016 and continuation of his employment as a Whole-time Director/Jt. Managing Director requires approval of the members.

Shri Sameer Gaur, MBA from University of Wales, UK is accredited with management experience of over 21 years. He has been instrumental in execution of various significant projects of the Group such as Sardar Sarovar Dam Project (Gujarat) from 1994 to 1997, Dulhasti Hydroelectric Project (390MW) and Baglihar Hydroelectric Project Stage-I & Stage-II (900MW) in the state of Jammu & Kashmir from 1997 to 2006. He was instrumental in completion of the Yamuna Expressway and was also responsible for the successful construction and operation of the first F1 Circuit Race track in India. Presently, he is responsible for the various Projects of the Jaypee Group in the State of Uttar Pradesh and Operation of Yamuna Expressway & Himalyan Expressway.

Keeping in view his rich and varied experience and his involvement in the operations of the Company, it would be in the interest of the Company to continue the employment of Shri Sameer Gaur as Whole-time Director/ Jt. Managing Director of the Company.

Accordingly, concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the shareholders' approval, the Board of Directors of the Company in its Meeting held on 11th February, 2016 approved the reappointment of Shri Sameer Gaur as Whole-time Director to be designated as the Jt. Managing Director of the Company for a further period of three years w.e.f. 01st August, 2016 to 31st July 2019, on the following terms and conditions including remuneration:

1. **Term of Appointment:** 3 years, w.e.f 01st August, 2016 to 31st July 2019

2. **Basic Pay:** Rs. 10,23,750/- (Rupees Ten Lacs Twenty Three Thousand Seven Hundred and Fifty only) per month in the following pay scale:

Rs. 350000-350000-525000-525000-787500-787500-1653750

(With an annual increment on 1st April of every year)

3. **Perquisites and other benefits:**

Besides the above salary, the Whole-time Director shall be entitled to perquisites which may include accommodation/ HRA, Reimbursement of expenses for Gas, Electricity, Water and Furnishings; Medical Reimbursements; Leave Travel Concession (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 etc.

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 payable at a rate not exceeding half a month's salary for each completed year of service;

(iii) Encashment of leave as per rules/policy of the Company.

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

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Sameer Gaur as Whole-time Director/ Jt. Managing Director of the Company, the aforesaid remuneration shall be paid as minimum remuneration, subject to the limits prescribed under Schedule V to the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) or such other limits as may be prescribed by the Central Government from time to time.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as **Annexure-A**.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as **Annexure-B**.

Save and except, Shri Sameer Gaur to whom the resolution relates alongwith his relatives including Shri Manoj Gaur, Chairman cum Managing Director and Smt. Rekha Dixit, Whole-time Director, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set forth at Item No. 11 of the Notice for approval of the members as a **Special Resolution**.

By Order of the Board

Registered Office Address:
Sector-128, Gautam Budh Nagar,
Noida - 201304 (U.P.)

Place: Noida

Dated: 26th May, 2016

SUMAN LATA
Company Secretary
FCS - 4394

ANNEXURE A

Statement of Information, as required under Schedule-V of the Companies Act, 2013, for Item Nos. 9-11 is given below:

| I GENERAL INFORMATION: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|----------------|-----------------------------|-------------------|--|---------------|--|---------------|---------|--------------|------|--------------|---------|--------------------|--|--------------------|---------|--------------|--------|--|-------|----------------|---------|---------------------------------|-----------------|--------------------------------|---|---------------------------|--------|--------------------------------|-----------------|
| (1) Nature of Industry : | Infrastructure Company | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) Date or expected date of commencement of commercial production : | The Company was incorporated on 5 th April, 2007 and the commercial operations commenced in the Financial year 2007-08. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) Financial performance based on given indicators : | <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Stand-alone (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>31.03.2016</td> <td></td> </tr> <tr> <td colspan="2">INCOME</td> </tr> <tr> <td>Gross Revenue</td> <td>2799.78</td> </tr> <tr> <td>Other Income</td> <td>7.86</td> </tr> <tr> <td>Total Income</td> <td>2807.64</td> </tr> <tr> <td colspan="2">EXPENDITURE</td> </tr> <tr> <td>Operating expenses</td> <td>2201.63</td> </tr> <tr> <td>Finance Cost</td> <td>918.46</td> </tr> <tr> <td>Depreciation and Amortization Expenses</td> <td>34.06</td> </tr> <tr> <td>Total Expenses</td> <td>3154.15</td> </tr> <tr> <td>Profit/(Loss) before Tax</td> <td>(346.51)</td> </tr> <tr> <td>Less: Provision for Tax</td> <td>-</td> </tr> <tr> <td>Less: Deferred Tax</td> <td>103.58</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>(242.93)</td> </tr> </tbody> </table> | Financial Year | Stand-alone (Rs. in Crores) | 31.03.2016 | | INCOME | | Gross Revenue | 2799.78 | Other Income | 7.86 | Total Income | 2807.64 | EXPENDITURE | | Operating expenses | 2201.63 | Finance Cost | 918.46 | Depreciation and Amortization Expenses | 34.06 | Total Expenses | 3154.15 | Profit/(Loss) before Tax | (346.51) | Less: Provision for Tax | - | Less: Deferred Tax | 103.58 | Profit/(Loss) after Tax | (242.93) |
| Financial Year | Stand-alone (Rs. in Crores) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 31.03.2016 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| INCOME | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Gross Revenue | 2799.78 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Other Income | 7.86 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total Income | 2807.64 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| EXPENDITURE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Operating expenses | 2201.63 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Finance Cost | 918.46 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Depreciation and Amortization Expenses | 34.06 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total Expenses | 3154.15 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit/(Loss) before Tax | (346.51) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Less: Provision for Tax | - | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Less: Deferred Tax | 103.58 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit/(Loss) after Tax | (242.93) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (5) Foreign Investments Collaborations, if any : | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| II INFORMATION ABOUT SMT. REKHA DIXIT, THE APPOINTEE (at Item No. 9) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) Background details : | As per Statement at Item No. 9 of the Notice | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) Past remuneration : | Basic Salary w.e.f 01.06.2013 was Rs. 3,60,000 per month in the pay scale of Rs. 300000-30000-450000-450000-675000-67500-1012500 (with annual increment on 1 st April of every year), plus perquisites equal to the Basic Salary. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) Recognition or awards : | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) Job profile and Suitability : | As Whole-Time Director, she is responsible for managing the day to day affairs of the Company. She is found to be most suitable for the position based on her qualification and experience. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (5) Remuneration proposed : | As per Statement at Item No. 9 of the Notice | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) : | The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Smt. Rekha Dixit. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : | Except for drawing remuneration in her professional capacity, there is no other pecuniary relationship with the company. Smt. Rekha Dixit is related to Shri Manoj Gaur, Chairman cum Managing Director and Shri Sameer Gaur, Jt. Managing Director of the Company. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| II INFORMATION ABOUT SHRI SACHIN GAUR, THE APPOINTEE (at Item No. 10) | | |
|--|--|--|
| (1) | Background details | : As per Statement at Item No. 10 of the Notice |
| (2) | Past remuneration | : Basic Salary w.e.f 10.09.2013 was Rs. 7,42,500 per month in the pay scale of Rs. 300000-30000-450000-45000-675000-67500-1012500 (with annual increment on 1 st April of every year), plus perquisites equal to the Basic Salary. |
| (3) | Recognition or awards | : Not Applicable |
| (4) | Job profile and Suitability | : As Whole-Time Director & CFO, he is responsible for financial matters. He is found to be most suitable for the position based on his qualification and experience. |
| (5) | Remuneration proposed | : As per Statement at Item No. 10 of the Notice |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | : The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Shri Sachin Gaur. |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | : Except for drawing remuneration in his professional capacity, there is no other pecuniary relationship with the company. Relationship with the managerial personnel : NIL |

| II INFORMATION ABOUT SHRI SAMEER GAUR, THE APPOINTEE (at Item No. 11) | | |
|--|--|---|
| (1) | Background details | : As per Statement at Item No. 11 of the Notice |
| (2) | Past remuneration | : Basic Salary w.e.f 01.08.2013 was Rs. 8,66,250 per month in the pay scale of Rs. 350000-35000-525000-52500-787500-78750-1181250 (with annual increment on 1 st April of every year), plus perquisites equal to the Basic Salary. |
| (3) | Recognition or awards | : Not Applicable |
| (4) | Job profile and Suitability | : As Whole-Time Director (designated as Joint Managing Director), he is responsible for execution of Projects & operations. He is found to be most suitable for the position based on his qualification and experience. |
| (5) | Remuneration proposed | : As per Statement at Item No. 11 of the Notice |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | : The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Shri Sameer Gaur. |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | : Except for drawing remuneration in his professional capacity, there is no other pecuniary relationship with the company. Shri Sameer Gaur is related to Shri Manoj Gaur, Chairman cum Managing Director and Smt. Rekha Dixit, Whole-time Director. |

| III OTHER INFORMATION: | | |
|-------------------------------|---|--|
| (1) | Reasons of loss or inadequate profits | : Economic slowdown and resultant subdued demand of real estate in NCR region. |
| (2) | Steps taken or proposed to be taken for improvement | : Besides the consistent efforts to increase the toll revenue, the Company will continue to make efforts for land monetization to reduce the debt burden and enhance the operational efficiency. |
| (3) | Expected increase in productivity and profits in measurable terms | : It is expected that in near future, with the improvement in Indian economy and of business sentiments, the productivity and profits will increase. Though, largely dependent upon the external business environment, the Company would endeavour to maintain the past trend. |

ANNEXURE- B

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment in respect of Item No. 8- 11.

| Name of Directors (Shri/Smt.) | Manoj Gaur | Rekha Dixit | Sachin Gaur | Sameer Gaur |
|--|---|---|--|--|
| Age | 51 years | 57 years | 41 years | 45 years |
| Qualification(s) | B.E. (Civil) | M.A. (English) | B.Tech., PG Dip.(Finance) | MBA |
| Experience | 28 years | 17 years | 17 years | 21 years |
| Expertise in Specific functional area | Corporate Management & Finance | Procurement & Material Management | Operations & Finance | Project Planning, Execution and Control |
| Terms & Conditions of re-appointment | As given in the statement at Item No. 8 of the Notice | As given in the statement at Item No. 9 of the Notice | As given in the statement at Item No. 10 of the Notice | As given in the statement at Item No. 11 of the Notice |
| Remuneration Last Drawn (during financial year 2015-16) | Not Applicable | Basic Salary of Rs. 4,20,000 p.m. in pay Scale of Rs. 300000-30000-450000-45000-67500-67500-1417500, plus perquisites equal to the Basic Salary | Basic Salary of Rs. 8,77,500 p.m.in pay Scale of Rs. 300000-30000-450000-45000-67500-67500-1417500, plus perquisites equal to the Basic Salary | Basic Salary of Rs. 10,23,750 p.m.in pay Scale of Rs. 350000-35000-525000-52500-787500-78750-1653750, plus perquisites equal to the Basic Salary |
| Date of first appointment on the Board | 05.04.2007 | 28.05.2010 | 21.04.2007 | 05.04.2007 |
| Relation with Directors/ Key Managerial Personnel | Relative (Brother) of Smt. Rekha Dixit, Whole-time Director & Shri Sameer Gaur, Jt. Managing Director | Relative (Sister) of Shri Manoj Gaur, Chairman cum Managing Director & Shri Sameer Gaur, Jt. Managing Director | None | Relative (Brother) of Shri Manoj Gaur, Chairman cum Managing Director & Smt. Rekha Dixit, Whole-time Director |
| Number of Board Meetings attended during FY 2015-16 | 2 | 3 | 3 | 1 |

| Name of Directors (Shri/Smt.) | Manoj Gaur | Rekha Dixit | Sachin Gaur | Sameer Gaur |
|--|--|--|---|---|
| Other Directorships held as on 31.03.2016 | a. Jaiprakash Associates Ltd. (Listed) | a. Jaypee Healthcare Ltd. | a. Anvi Hotels Pvt. Ltd. | a. Jaiprakash Kashmir Energy Ltd. |
| | b. Jaiprakash Power Ventures Ltd. (Listed) | b. Jaypee Development Corporation Ltd. | b. Jaypee Agra Vikas Ltd. | b. Himalyan Expressway Ltd. |
| | c. MP Jaypee Coal Ltd. | c. Jaypee Jan Sewa Sansthan ('Not-for profit' Private Limited Company) | c. Jaypee Healthcare Ltd. | c. Bhumi Estate Developers Private Limited |
| | d. Prayagraj Power Generation Company Ltd. | d. Dixit Holdings Private Ltd. | d. Jaypee Cement Hockey (India) Ltd. | d. Prayagraj Power Generation Company Ltd. |
| | e. Jaypee Cement Corporation Ltd. | e. i-Value Advisors Private Ltd. | e. Jaypee Cement Cricket (India) Ltd. | e. Sangam Power Generation Company Ltd. |
| | f. Kanpur Fertilizers & Cement Ltd. | | f. Anvi Hotels Pvt. Ltd. | f. Anvi Hotels Pvt. Ltd. |
| | g. Jaypee Infra Ventures (A Private Company with Unlimited Liability) | | g. Jaypee Agra Vikas Ltd. | g. Jaypee Agra Vikas Ltd. |
| | h. Jaypee Jan Sewa Sansthan ('Not-for profit' Private Limited Company) | | h. Himalyaputra Aviation Ltd. | h. Himalyaputra Aviation Ltd. |
| | i. Jaypee Healthcare Ltd. | | i. Jaypee Infra Ventures (A Private Company with Unlimited Liability) | i. Jaypee Infra Ventures (A Private Company with Unlimited Liability) |
| | j. Indesign Enterprises Private Limited | | j. Jaypee Cement (Hockey) India Ltd. | j. Jaypee Cement (Hockey) India Ltd. |
| | | | k. Jaypee Ganga Infrastructure Corporation Ltd. | k. Jaypee Ganga Infrastructure Corporation Ltd. |
| | | | l. Indesign Enterprises Private Limited | l. Indesign Enterprises Private Limited |

| Name of Directors (Shri/Smt.) | Manoj Gaur | Rekha Dixit | Sachin Gaur | Sameer Gaur |
|--|---|--|---|---|
| Chairmanship/Membership of the Committee of the Board of other Companies as on 31.03.2016 | Jaiprakash Associates Ltd. | Jaypee Healthcare Ltd. | Jaypee Agra Vikas Ltd | Jaypee Agra Vikas Ltd. |
| | Risk Management Committee - Chairman | Audit Committee - Member | Nomination & Remuneration Committee- Chairman | Audit Committee – Chairman |
| | Committee for Statutory Policies - Chairman | Finance Committee - Chairperson | Jaypee Healthcare Ltd. | Himalyaputra Aviation Ltd. |
| | | Jaypee Development Corporation Ltd. | Finance Committee - Member | Audit Committee – Chairman |
| | | Corporate Social Responsibility Committee - Member | Nomination & Remuneration Committee - Member | Jaypee Ganga Infrastructure Corporation Ltd. |
| | | | | Nomination & Remuneration Committee – Chairman |
| | | | | Prayagraj Power Generation Company Ltd. |
| | | | | Corporate Social Responsibility Committee – Member |
| | | | | Sangam Power Generation Company Ltd. |
| | | | | Audit Committee – Member |
| | | | | Himalyan Expressway Ltd. |
| | | | | Audit Committee – Member |
| | | | | Nomination & Remuneration Committee – Member |
| Number of Shares held in the Company as on 31.03.2016 | 45000 | 1000 | 21000 | 1000 |

By Order of the Board

Registered Office Address:
Sector-128, Gautam Budh Nagar,
Noida - 201304 (U.P.)

SUMAN LATA
Company Secretary
FCS-4394

Place: Noida
Dated: 26th May, 2016

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to exercise their right to vote in respect of the business(es) to be transacted at the 9th Annual General Meeting of the Company scheduled to be held on **Friday, 30th September, 2016 at 10.30 A.M.**

The Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized agency to provide the remote e-voting facility.

The remote e-voting facility will be available during the following period:

| | |
|--|---|
| Commencement of remote e-voting | 9.00 A.M. on Tuesday, 27 th September, 2016 |
| End of remote e-voting | 5.00 P.M. on Thursday, 29 th September, 2016 |

The cut-off date for the purpose of remote e-voting is Friday, 23rd September, 2016.

During the aforesaid voting period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, Friday, 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

This communication is an integral part of the Notice dated 26th May, 2016 for the 9th Annual General Meeting scheduled to be held on Friday, 30th September, 2016.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.jaypeeinftratech.com.

The procedure and instructions for remote e-voting, are as under:

- (i) To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your **User ID/Login ID**, as under:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in physical form should enter their Folio Number registered with the Company.
- (iv) Next enter the Image Verification Code as displayed and Click on "Login" tab.
- (v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

| | |
|------------|---|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department |

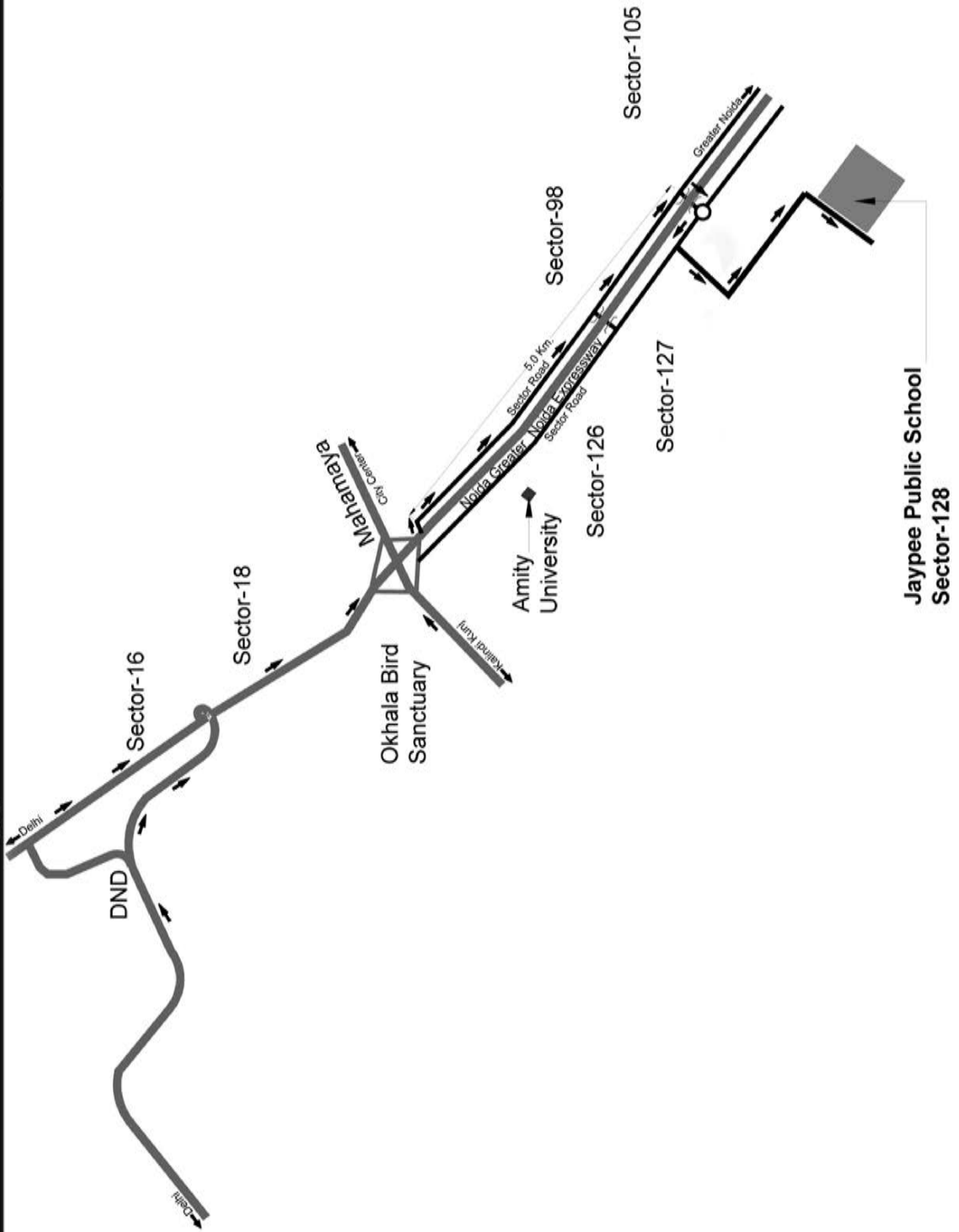
| | |
|------------------------------|---|
| | <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1, then please enter RA00000001 in the PAN field.</p> <p>(Sequence Number is printed on the Address Slip or mentioned in the e-mail sent by the Company)</p> |
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records, in order to login. |
| OR | |
| Date of Birth (DOB) | If both the details are not recorded with the depository or Company, please enter the User ID/Login ID in the Dividend Bank details field, as mentioned in instruction (iii). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (Electronic Voting Sequence Number) for "JAYPEE INFRATECH LIMITED" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO", as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT" tab. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take print of the votes cast, by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed password, then Enter the User ID and the Image Verification Code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Additional instructions for Non – Individual Shareholders and Custodians**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians voting for the first time, are required to log on to www.evotingindia.com and register themselves as Corporates. Corporates and custodians already registered with CDSL should use their existing login details.
- b) After registering online, a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) The admin login details will be sent by CDSL. After receiving the login details, create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Once the vote on a resolution has been casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xx) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., Friday, 23rd September, 2016, may follow the same instructions as mentioned above for remote e-voting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (xxi) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under "HELP" section or contact – Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Ltd., P.J. Towers, 16th Floor, Dalal Street, Fort, Mumbai- 400001, Phone No. 18002005533, Email ID: helpdesk.evoting@cdslindia.com.
- (xxii) Ms. Sunita Mathur, Practicing Company Secretary (Membership No. FCS 1743) has been appointed as the Scrutinizer and Ms. Anjali Yadav, Practicing Company Secretary (Membership No. FCS 6628) as the Alternate Scrutinizer, to scrutinize the remote e-voting process and voting through Ballot paper at the Meeting, in a fair and transparent manner and the Scrutinizer and the Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.
- (xxiii) The Scrutinizer, after scrutinizing the votes cast at the Meeting through Ballot paper and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other Director, so authorised.
- (xxiv) In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- (xxv) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed on the date of the 9th Annual General Meeting of the Company scheduled to be held on Friday, 30th September, 2016. The Results shall be declared within three days from the conclusion of the Meeting. The Results declared alongwith the consolidated Scrutinizer's Report shall be placed on the Company's website www.jaypeeinftratech.com and on CDSL's website www.cdslindia.com and will be simultaneously communicated to the Stock Exchanges.

Location Plan of Jaypee Public School Sector-128, Noida-201 304



JAYPEE INFRA▲TECH

JAYPEE INFRA▲TECH LIMITED

CIN: L45203UP2007PLC033119

Registered & Corporate Office: Sector-128, Noida 201 304 (U.P), India
Telephone No. : +91 (120) 4609000, 2470800; **Fax No.:** +91 (120) 4963122
Website: www.jaypeeinftratech.com ; **Email:** jpinfratech.investor@jalindia.co.in

ATTENDANCE SLIP

| | | | | | |
|-------|--|--------------------|--|---------------|--|
| DP ID | | FOLIO NO/CLIENT ID | | NO. OF SHARES | |
|-------|--|--------------------|--|---------------|--|

Name(s) and address of the member in full: _____

I/We hereby record my/our presence at the **9th Annual General Meeting** of the Company to be held on **Friday, the 30th September, 2016 at 10.30 A.M. at Jaypee Public School, Sector 128, Distt. Gautam Budh Nagar, Noida 201 304 (U.P), India.**

MEMBER PROXY

Signature of Member/Proxy

JAYPEE INFRA▲TECH

JAYPEE INFRA▲TECH LIMITED

CIN: L45203UP2007PLC033119

Registered & Corporate Office: Sector-128, Noida 201 304 (U.P), India
Telephone No. : +91 (120) 4609000, 2470800; **Fax No.:** +91 (120) 4963122
Website: www.jaypeeinftratech.com ; **Email:** jpinfratech.investor@jalindia.co.in

FORM NO.MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

| | |
|---------------------|---|
| CIN | L45203UP2007PLC033119 |
| Name of the Company | JAYPEE INFRA ▲ TECH LIMITED |
| Registered Office | Sector-128, Noida 201 304 (U.P), India Telephone No.: +91 (120) 4609000, 2470800; Fax No.: +91 (120) 4963122 Website: www.jaypeeinftratech.com ; Email: jpinfratech.investor@jalindia.co.in |

| | | | |
|-------------------------------|--|--|--|
| Name of the Member(s) | | | |
| Registered Address | | | |
| E-mail Id | | | |
| DP ID and Client ID/Folio No. | | | |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

| | | | | | |
|-----|-----------|--|-----------|--|--|
| (1) | Name | | | | |
| | Address | | | | |
| | E-mail Id | | Signature | | |

Or failing him

| | | | | | |
|-----|-----------|--|-----------|--|--|
| (1) | Name | | | | |
| | Address | | | | |
| | E-mail Id | | Signature | | |

Or failing him

| | | | | | |
|-----|-----------|--|-----------|--|--|
| (1) | Name | | | | |
| | Address | | | | |
| | E-mail Id | | Signature | | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **9th Annual General Meeting** of the Company to be held on Friday, the **30th September, 2016 at 10.30 A.M. at Jaypee Public School, Sector-128, Noida - 201 304 (UP), India** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Ordinary Business | |
|--------------------------|---|
| 1 | To receive, consider & adopt the Audited Financial Statement (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Report of the Board of Directors and the Auditors thereon. |
| 2 | To appoint a Director in place of Shri Gaurav Jain (DIN: 01102024) , who retires by rotation and, being eligible, offers himself for re-appointment. |
| 3 | To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125) , who retires by rotation and, being eligible, offers himself for re-appointment. |
| 4 | To appoint a Director in place of Shri Sameer Gaur (DIN: 00009496) , who retires by rotation and, being eligible, offers himself for re-appointment. |
| 5 | Ratification of appointment of M/s. R Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) , as Statutory Auditors and to fix their remuneration. |
| Special Business | |
| 6 | Ratification of Remuneration of Cost Auditors, M/s. Jatin Sharma & Co. (Firm Regn. No. 101845) |
| 7 | Approval of Related Party Transaction |
| 8 | Re-appointment of Shri Manoj Gaur (DIN: 00008480) as Chairman-cum-Managing Director |
| 9 | Re-appointment of Smt. Rekha Dixit (DIN: 00913685) as Whole-time-Director (Special Resolution) |
| 10 | Re-appointment of Shri Sachin Gaur (DIN: 00387718) as Whole-time-Director & CFO (Special Resolution) |
| 11 | Re-appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-time-Director to be designated as Jt. Managing Director (Special Resolution) |

Signed this _____ day of _____, 2016

Signature of Member :

Signature of Proxy holder(s) :

| |
|---------------------------------------|
| Affix Revenue Stamps of Re.1 |
|---------------------------------------|

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company
3. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.
4. Appointing a Proxy does not prevent a member from attending the meeting in person, if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.