

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) 4609464
Website: www.jaypeeinfotech.com ; **Email:** jpinfratech.investor@jalindia.co.in

NOTICE

NOTICE is hereby given that **11th Annual General Meeting** of the Members of Jaypee Infratech Limited (a Company under Corporate Insolvency Resolution Process) will be held on **Friday, the 21st December, 2018 at 3.00 P.M. at Jaypee Institute of Information Technology, Sector-128, Jaypee Wish Town, Village Sultanpur, Noida-201304, Uttar Pradesh, India**, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2018, consisting of Balance Sheet, the Statement of Profit & Loss, Cash Flow Statement, Notes and Annexures thereto together with the Report of the Auditors and the Report to the Shareholders thereon.
2. 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.
3. To appoint a Director in place of **Shri Sameer Gaur (DIN: 00009496)**, who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. **Ratification of remuneration of the Cost Auditors for the Financial Year 2018-19:**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) & thereof, for the time being in force), the remuneration payable to **M/s Jatin Sharma & Co., Cost Accountants (Firm Registration No. 101845)**, appointed by the Interim Resolution Professional as Cost Auditors to conduct audit of the cost records of the Company for the Financial Year ending 31st March, 2019, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

- 5 **Approval of remuneration paid to Shri Sameer Gaur (DIN: 00009496) as Jt. Managing Director for one month from 01-08-2016 to 31-08-2016 pursuant to amended Section 197:**

To consider and if thought fit, to approve the remuneration paid to Shri Sameer Gaur, Jt. Managing Director from 01-08-2016 to 31-08-2016 and pass the following as **Special Resolution:**

“**RESOLVED THAT** subject to the approval of the Central Government, if required and pursuant to the provisions of Sections 196, 197 (as amended and became applicable w.e.f. 12-9-2018), 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), including any amendments thereto, Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 (including any amendment(s), modification(s) or re-enactments(s) as may be in force or may come into effect from time to time) and rules, regulations, orders, guidelines or clarifications made/issued or as may be issued to that effect and the approval on behalf of Nomination & Remuneration Committee and the Board of Directors and also subject to such further approvals as may be necessary from Lenders etc., approval of the members be and is hereby granted to the past remuneration already paid by the Company for one month from 01-08-2016 to 31-8-2016, that was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016, to Shri Sameer Gaur as Jt. Managing Director, in view of absence or inadequacy of profits during the financial year and occurrence of default in repayment of principal amount of loan(s) and/or interest payable to Banks/ Financial Institutions for the period/periods exceeding 30 days in the relevant financial year.”

“**RESOLVED FURTHER THAT** Interim Resolution Professional/Resolution Professional (including any person authorized by him), the Chairman cum Managing Director, Vice-Chairman, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file forms, applications, give confirmations/undertakings, issue notices etc. liaise with Central Government, Lenders and other authorities, publish notices in the newspapers and do things, perform acts and take all steps as may be considered expedient or necessary to give effect to the Resolution(s).”

- 6 **Approval of remuneration paid to Smt. Rekha Dixit (DIN: 00913685), as Whole-time Director during the tenure from 01-06-2016 to 30-06-2017 pursuant to amended Section 197 and sub section (9) & (10) thereof:**

To consider and if thought fit, to approve the remuneration paid to Smt. Rekha Dixit, Whole-time Director from 01-06-2016 to 30-06-2017 and pass the following as **Special Resolution:**

“**RESOLVED THAT** subject to the approval of the Central Government, if required and pursuant to the provisions of Sections 196, 197 (as amended and became applicable w.e.f. 12-09-2018), 198, Schedule V and other provisions, as applicable, of the Companies Act, 2013 (the Act), including any amendment(s) thereto, Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2017 (including any amendment(s), modification(s) or re-enactments(s) as may be in force or may come into effect from time to time) and rules, regulations, orders, guidelines or clarifications made/issued or as may be issued to that effect and the approval on behalf of Nomination & Remuneration Committee and the Board of Directors and also subject to such other approvals as may be necessary from Lenders etc., approval of the members be and is hereby granted under Section 197(9) & (10) to the past remuneration already paid by the Company during the period from 01-06-2016 to 30-06-2017, that was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016, to Smt. Rekha Dixit as Whole-time Director in view of absence or inadequacy of profits during the said period and occurrence

of default in repayment of principal amount of loan(s) and/or interest payable to Banks / Financial Institutions for the period/ periods exceeding 30 days in the relevant financial years.”

“**RESOLVED FURTHER THAT** Interim Resolution Professional/Resolution Professional (including any person authorized by him), the Chairman cum Managing Director, Vice-Chairman, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file forms, applications, give confirmations/undertakings, issue notices etc. liaise with Central Government, Lenders and other authorities, publish notices in the newspapers and do things, perform acts and take all steps as may be considered expedient or necessary to give effect to the Resolution(s).”

7 Approval of remuneration paid to Shri Sachin Gaur (DIN:00387718) as Whole-time Director & CFO during the tenure from 10-09-2016 to 31-12-2016 pursuant to amended Section 197:

To consider and if thought fit, to approve the remuneration paid to Shri Sachin Gaur, Whole-time Director & CFO from 10-09-2016 to 31-12-2016 and pass the following as **Special Resolution:**

“**RESOLVED THAT** subject to the approval of the Central Government, if required and pursuant to the provisions of Sections 196, 197 (as amended and became applicable w.e.f. 12-09-2018), 198, and other applicable provisions, of the Companies Act, 2013 (the Act), including any amendment(s) thereto, Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), modification(s) or re-enactments(s) as may be in force or may come into effect from time to time) and rules, regulations, orders, guidelines or clarifications made/issued or as may be issued to that effect and the approval on behalf of Nomination & Remuneration Committee and the Board of Directors and also subject to such other approvals as may be necessary from Lenders etc., approval of the members be and is hereby granted to the past remuneration already paid by the Company during the period from 10-09-2016 to 31-12-2016, that was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016, to Shri Sachin Gaur, as Whole-time Director & CFO, in view of absence or inadequacy of profits during the financial year and occurrence of default in repayment of principal amount of loan(s) and/or interest payable to Banks / Financial Institutions for the period/ periods exceeding 30 days in the relevant financial year.”

“**RESOLVED FURTHER THAT** Interim Resolution Professional/Resolution Professional (including any person authorized by him), the Chairman cum Managing Director, Vice-Chairman, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file forms, applications, give confirmations/undertakings, issue notices etc. liaise with Central Government, Lenders and other authorities, publish notices in the newspapers and do things, perform acts and take all steps as may be considered expedient or necessary to give effect to the Resolution(s).”

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Place : Noida

Dated : 20th November, 2018

Mohinder Kharbanda

Company Secretary

M.No.:FCS 2365

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning businesses at Item Nos. 4 to 7 of the Notice, is annexed hereto. The relevant details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of persons seeking appointment/re-appointment as Director are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (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. A Blank Proxy Form is enclosed herewith and if intended to be used, it should be returned, duly completed and signed at the Registered Office of the Company not less than forty-eight hours before the scheduled time of commencement of the Meeting.**
A person can act as proxy on behalf of not exceeding fifty members and holding in 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 member or shareholder.
3. Corporate Member(s)/Trusts/Societies 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/or vote on their behalf at the Meeting.
4. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been done away with by the Ministry of Corporate Affairs, New Delhi vide its notification dated 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the 10th Annual General Meeting held on 29th December, 2017 to hold office till the conclusion of the 15th Annual General Meeting to be held in the calendar year 2022.
5. Members, Proxies and Authorised Representatives are requested to:
 - bring to the Meeting their duly completed and signed Attendance Slips mentioning therein details of their DP ID and Client ID / Folio No. A blank Attendance Slip for the Meeting is enclosed.
 - come alongwith their copies of Annual Report to avoid duplicate copies and help conserve the environment.
 - Note that no gifts/Gift coupons shall be distributed at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **15th December, 2018 to 21st December, 2018** (both days inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to immediately notify PAN, change of address, change in bank details, nominations, contact number, e-mail address etc., if required:
 - (i) to their Depository Participant (DPs) in respect of their shares held in demat form;
 - (ii) to the Company or to its Registrar & Transfer Agent i.e. Kary Computershare Pvt. Ltd. in respect of their shares held in physical form.

8. Members are requested to quote their Folio No./DP ID and Client ID in all their correspondences with the Company or the RTA.
9. In case of joint holders attending the Meeting together, only such joint holder whose name appears as first in the order of names, as per the Register of Members of the Company, will be entitled to vote.
10. Members can avail the nomination facility in terms of Section 72 of the Companies Act, 2013, by registering their nomination in prescribed Form SH-13 with the Company. Blank Forms can be supplied on request.
11. **Transfer of unclaimed dividend and shares to IEPF:** 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, as per Section 124 of the Companies Act, 2013, will be transferred to the Investor Education and Protection Fund (IEPF).
Further, the shares, in respect of which all the four dividends have remained unclaimed/unpaid, are due to be transferred to IEPF and the list will be available on 'Investors' page on the Company's website i.e., at www.jaypeeinfotech.com. Please visit the website and claim your dividend before due date for transfer of dividend/shares to IEPF.
Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA Karvy Computershare Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.
12. **IMPORTANT NOTE:-**
SEBI vide notification dated 8th June, 2018 has mandated that effective 5th December, 2018, except in case of transmission or transposition of securities, request for effecting transfer of shares of a listed company shall not be processed unless the shares are held in dematerialized form with the depository. Members holding shares in physical form are therefore advised to get their shares dematerialized at the earliest. The benefits of dematerialization includes easy liquidity (since trading is permitted only in demat form), electronic transfer, savings in stamp duty, prevention of forgery etc. Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/DUP1/CIR/P/2018/73 dated 20th April 2018, all the shareholders whether holding shares in physical or demat form are required to furnish the details of their PAN and Bank Account for security of their shares. This is a mandatory requirement and therefore, holders of shares in demat form are requested to furnish PAN, Bank Account (alongwith a copy of cancelled cheque), Mobile phone/contact number, email address etc. to their depository and holders of shares in physical form are requested to furnish these details to the Company/ M/s Karvy Computershare Pvt. Ltd. Shareholders are also advised to ensure to promptly inform RTA M/s. Karvy Computershare Private Limited or to the Company, if there is any change.
After 180 days of the above circular, the shares of those shareholders who do not respond to Company's letter and subsequent reminders shall be subject to enhanced due diligence as provided in the said circular.
13. 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 between 11.00 am to 1.00 pm, up to the date of the Meeting.
14. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 will provide facility for voting by electronic means as an option to its Members to enable them to exercise their right to vote electronically on the Resolutions set forth in the accompanying Notice. Members (whether holding shares in physical form or in dematerialized mode) may cast their votes using electronic voting system from a place other than the venue of the Meeting ("remote e-voting") through electronic voting service facility arranged by the National Securities Depository Limited (NSDL).
The members as on the cut-off date viz 14th December, 2018 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting
15. The facility for voting through ballot paper will also be made available at the venue of the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper. 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. Accordingly, members who have already cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. 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 Ballot will be treated as invalid.
16. Members desirous to opt for remote e-voting, as per the facilities arranged by the Company through NSDL, 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.
17. Notice of the Meeting together with the Annual Report is being sent by electronic mode to all the members whose email address(es) are registered with the Company/ Depository Participant(s), unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail address(es), physical copies of the Annual Report are being sent by the permitted mode to those members who hold shares as at closing business hours on 16th November, 2018. The Notice is also available on the Company's website www.jaypeeinfotech.com and on the website of NSDL www.evoting.nsdl.com. Members who have not registered their e-mail address(es) 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.
Shareholders are requested, for protecting the environment and also for many other conveniences, to opt for receiving the soft copies of notices, annual report and other communication from the company.
18. 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 Sunil Kumar Sharma (DIN:00008125), aged 59 years is the Vice-Chairman of the Company. He holds a Degree in Science from Meerut University and has 35 years of experience in planning, procurement, execution and management. He has been instrumental in the successful completion of several engineering construction projects. 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 Board of Jaiprakash Associates Limited and Jaiprakash Power Ventures Limited. He is the Chairman of Stakeholders' Relationship Committee and a member of the Nomination and Remuneration Committee and Corporate Social Responsibility (CSR) Committee of the Company. He is a member of the Stakeholders' Relationship Committee, Finance Committee, Risk Management Committee and Financial Restructuring Committee of Jaiprakash Associates Limited and is also member of the Finance Committee and Fund Raising Committee of the Board 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), 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. He relinquished the office of Jt. Managing Director / Whole Time Director w.e.f. 31.08.2016 and continued as Non-Executive Director w.e.f. 01.09.2016. He has been actively involved in the Company's operations since its inception. Shri Sameer Gaur, MBA from University of Wales, UK is accredited with management experience of over 23 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. He is a member of Stakeholders' Relationship Committee, Finance Committee and Fund Raising Committee of the Company. Shri Sameer Gaur holds 1,000 Equity Shares in the Company in his own name. Shri Sameer Gaur is related to Shri Manoj Gaur and Smt. Rekha Dixit, Directors on the Board of Directors of the Company.

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Place : Noida

Dated : 20th November, 2018

Mohinder Kharbanda

Company Secretary

M.No.:FCS 2365

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

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned at Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

The recommendation on behalf of Audit Committee and approval on behalf of the Board of Directors are in place with respect to appointment of M/s Jatin Sharma & Co., Cost Accountants (Firm

Registration No. 101845), as Cost Auditors of the Company and payment of remuneration for conducting the audit of cost records of the Company for the Financial Year ending 31st March, 2019.

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

Accordingly, consent of the members is sought for ratification of audit fees amounting to ₹ 4,40,000 (₹ Four Lakhs Forty Thousand Only), payable to the Cost Auditors for conducting audit of the cost records of the Company for the Financial Year ending 31st March, 2019.

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 Resolution set forth at Item No. 4 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 5.

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. The shareholders had approved the re-appointment of Shri Sameer Gaur as Whole-time Director from time to time, last being the reappointment when the Board of Directors appointed him as Whole-time Director for three years with effect from 1st August, 2013 in its meeting held on 29th July, 2013. The said appointment was approved by the shareholders in 7th Annual General Meeting held on 22nd September, 2014.

At the time of re-appointment of Shri Sameer Gaur as Whole-time Director w.e.f. 1st August, 2013 for a period of three years, the Company was having a net profit of ₹ 694.46 crore during the relevant preceding Financial Year 2012-13 and had not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment as prescribed in Schedule XIII, Part II, Section II, second proviso to Section C as well as other relevant provisions of the then applicable Companies Act, 1956. As per the above provisions of the Act, the said appointment and payment of remuneration to Shri Sameer Gaur did not require the approval of the Central Government upto the last day of his tenure even in the event of occurrence of default of continuous period of thirty days at any time upto the last day of his tenure. Further, the shareholders at 7th Annual General Meeting held on 22nd September, 2014 had also resolved that in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration so approved shall be paid to him as minimum remuneration.

The Board re-appointed him as Whole-time Director/ Jt. Managing Director for a term of 3 years with effect from 1st August, 2016 on terms & conditions including remuneration as detailed in Notice dated 26th May, 2016 of the 9th Annual General Meeting.

The Shareholders, subject to the approval of Central Government, approved his re-appointment for a period of three years with effect from 1st August, 2016 to 31st July, 2019 and payment of remuneration, by way of a special resolution and in accordance with the applicable provisions and Schedule V of the Companies Act, 2013 on such terms and conditions as stated in the Notice calling 9th AGM of the shareholders that was held on 30th September, 2016. The said approval was subject to the approval of Central Government as the Company had incurred loss

and had made default for the first time, in the payment of principal or interest exceeding 30 days in the relevant preceding financial year 2015-16. Further, the approval of his remuneration provided that the said remuneration shall also be treated as minimum remuneration in case of inadequacy of profit as per provisions of the Companies Act, 2013.

However, Shri Sameer Gaur served only for a month after his reappointment as he had tendered his resignation as Whole-time Director/ Jt. Managing Director w.e.f. 31st August, 2016 (while continuing as a Non-Executive Director on the Board). Consequently, the Company filed an application to MCA for approval of his appointment and payment of remuneration for one month, i.e. from 1st August, 2016 to 31st August, 2016 out of total Remuneration of ₹ 11,674,481 paid during FY 2016-17 within the ceiling as prescribed under Schedule V of the Companies Act, 2013. The said application has been abated and closed by the MCA vide letter dated 23-10-2018 pursuant to amended Section 197. Therefore, the company is required to obtain approval of members as mandated under the amended section 197.

Further, the amended Section 197 of the Companies Act 2013 has done away with the approval from Central Government and has authorized the shareholder to approve payment/ waive the recovery of remuneration to managerial personnel by Special Resolution in the event of loss or inadequacy of profits and in case of default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, subject to the prior approval of the concerned bank, PFI, NCD Holders or Secured Creditors, as the case may be. In view of the above, the Company has obtained requisite prior approval/NOC from consortium of lenders for seeking the approval/ratification of shareholders to the remuneration paid to Shri Sameer Gaur in accordance with the remuneration approved by the shareholders in the 9th Annual General Meeting of the Company held on 30-09-2016 and paid accordingly for the aforesaid tenure. Accordingly, the resolution is being proposed for the approval of shareholders in consonance of amended provisions of Section 197 and applicable rule.

Except Shri Sameer Gaur, and his relatives none of the Directors and Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Resolution is recommended for the approval of the members as a **Special Resolution**.

Item No. 6

Smt. Rekha Dixit joined the Board of Directors of Jaypee Infratech Limited as a Director on 28th May, 2010 and was appointed as Whole time Director w.e.f. 1st June, 2010 for a period of 3 years at a Salary in the Pay Scale and other perquisites as given in the Notice dated 12th July, 2010 of 3rd Annual General Meeting and the shareholders approved her appointment.

The Board re-appointed her as Whole-time Director w.e.f. 1st June, 2013 for a period of 3 years at a Salary in the Pay Scale and other perquisites as given in the Notice of 6th Annual General Meeting dated 27th April, 2013 that was held on 29th July, 2013 and the shareholders approved her appointment.

At the time of re-appointment of Smt. Rekha Dixit as Whole-time Director w.e.f. 1st June, 2013 the Company was having a net profit of ₹ 694.46 crore during the relevant preceding Financial Year 2012-13 and had not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding

financial year before the date of appointment as prescribed in Schedule XIII, Part II, Section II, second proviso to Section C as well as other relevant provisions of the then applicable Companies Act, 1956. As per the above provisions of the Act, the said appointment and payment of remuneration to Smt. Rekha Dixit did not require approval of the Central Government upto the last day of her tenure upto 31st May, 2016 even in the event of occurrence of default of continuous period of thirty days at any time upto the last day of her tenure. Further, the shareholders at that meeting had also resolved that in the event of absence or inadequacy of profits in any financial year during the tenure of her appointment, the remuneration so approved shall be paid to her as minimum remuneration.

On expiry of her tenure of three years on 31st May, 2016, the Shareholders, subject to approval of the Central Government, approved her re-appointment for a period of three years and payment of remuneration, by way of a special resolution and in accordance with the applicable provisions and Schedule V of the Companies Act, 2013 on such terms & conditions as stated in the Notice calling 9th Annual General Meeting of the shareholders that was held on 30th September, 2016. The said approval was subject to the approval of Central Government as the Company had incurred loss and had made default in the payment of principal and/or interest exceeding 30 days in the relevant preceding Financial Year 2015-16. Further, the approval of her remuneration provided that the same shall be treated as minimum remuneration in the case of inadequacy of profit as per provisions of the Companies Act, 2013.

Subsequent to the shareholders' approval, the Company filed an application to the Central Government for its approval for payment of remuneration to her for the period from 1st June, 2016 to 31st May, 2019. However, she resigned w.e.f. 30.06.2017 as WTD and continued as Non-Executive Director. She had been paid total remuneration of ₹ 9,475,200 for FY 2016-17 (including for the period from 01-04-2016 to 31-05-2016 that is covered under the previous Shareholder's resolution for the period from 01-06-2013 to 31-05-2016) and ₹ 6,500,077 during FY 2017-18 (upto the date of her resignation as whole-time Director w.e.f. 30-06-2017.) The Ministry, in spite of the aforesaid provisions rejected and closed the application.

The recent amendment in Section 197 of the Companies Act 2013 has done away with the role of Central Government and has fully authorized the shareholder to approve payment/ waive the recovery of remuneration to managerial personnel by Special Resolution in the event of loss or inadequacy of profits and in case of default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, subject to the prior approval of the concerned bank, PFI, NCD Holders or Secured Creditors, as the case may be. In view of the above, the Company has obtained requisite prior approval/NOC from consortium of lenders for seeking the approval/ratification of shareholders to the remuneration paid to Smt. Rekha Dixit in accordance with the remuneration approved by the shareholders in the 9th Annual General Meeting of the Company held on 30-09-2016 and paid accordingly for the aforesaid tenure. Accordingly, the resolution is being proposed for the approval of shareholders in consonance of amended provisions of Section 197 and sub section (9) & (10) thereof and applicable rule.

Except Smt. Rekha Dixit, and her relatives none of the Directors and Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Resolution is recommended for the approval of the members as a **Special Resolution**.

Item No. 7

Shri Sachin Gaur has been associated with the Company as Director w.e.f. 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. He has been re-appointed twice as Whole-time Director & CFO of the Company.

At the time of re-appointment of Shri Sachin Gaur as Whole-time Director & CFO w.e.f. 10th September, 2013 for a period of three years, the Company was having a net profit of ₹ 694.46 crore during the relevant preceding Financial Year 2012-13 and had not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment as prescribed in Schedule XIII, Part II, Section II, second proviso to Section C as well as other relevant provisions of the then applicable Companies Act, 1956. As per the above provisions of the Act, no approval of the Central Government was required for his re-appointment and payment of remuneration upto the last day of his tenure even in the event of occurrence of default of continuous period of thirty days at any time upto the last day of his tenure. Further, the shareholders at 6th Annual General Meeting held on 29th July, 2013 had also resolved that in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration so approved shall be paid to him as minimum remuneration.

The Board re-appointed him as Whole Time Director and CFO for a term of 3 years with effect from 10th September, 2016 on terms & conditions including remuneration as detailed in Notice dated 26th May, 2016 of the 9th Annual General Meeting.

The Shareholders, subject to the approval of Central Government, approved his re-appointment and remuneration by way of a special resolution and in accordance with the applicable provisions and Schedule V of the Companies Act, 2013 on terms & conditions as stated in the Notice calling 9th Annual General Meeting dated 26th May, 2016 for a period of 3 years from 10th September, 2016 to 9th September, 2019. The said approval was subject to the approval of the Central Government as the Company had incurred loss and had made default for the first time, in the payment of principal or interest exceeding 30 days in the relevant the preceding financial year 2015-16. Further, the approval of his remuneration provided that the said remuneration shall also be treated as minimum

remuneration in the case of inadequacy of profit as per provisions of the Companies Act, 2013.

Further, Shri Sachin Gaur served till 31st December, 2016 and he tendered his resignation as whole time Director and CFO of the Company. The Company filed an application to MCA for approval of his remuneration for the period from 10th September, 2016 to 31st December, 2016 out of total remuneration of ₹ 21,123,279 during FY 2016-17 within the ceiling as prescribed under Schedule V of the Companies Act, 2013. The said application has been abated and closed by the MCA vide letter dated 11th October, 2018 pursuant to amended Section 197. Therefore, the company is required to obtain approval of members as mandated under the amended section 197.

Further, the amended Section 197 of the Companies Act 2013 has done away with the approval from Central Government and has authorized the shareholder to approve payment/ waive the recovery of remuneration to managerial personnel by Special Resolution in the event of loss or inadequacy of profits and in case of default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, subject to the prior approval of the concerned bank, PFI, NCD Holders or Secured Creditors, as the case may be. In view of the above, the Company has obtained requisite prior approval/NOC from consortium of lenders for seeking the approval/ratification of shareholders to the remuneration paid to Shri Sachin Gaur in accordance with the remuneration approved by the shareholders in the 9th Annual General Meeting of the Company held on 30-09-2016 and paid accordingly for the aforesaid tenure. Accordingly, the resolution is being proposed for the approval of shareholders in consonance of amended provisions of Section 197 and applicable rule.

Except Shri Sachin Gaur, and his relatives none of the Directors and Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Resolution is recommended for the approval of the members as a **Special Resolution**.

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Place : Noida

Dated : 20th November, 2018

Mohinder Kharbanda

Company Secretary

M.No.:FCS 2365

The Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013 in respect of Item No. 5 to 7 is given below:-

I. GENERAL INFORMATION:

Sl. No.	Description	Reply		
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:			
		(₹ in crore)		
	Particulars	Standalone FY-15-16	Standalone FY-16-17	Standalone FY-17-18
	INCOME			
	Gross Revenue	2799.78	962.14	(73.96)
	Other Income	7.86	3.74	11.71
	Total Income	2807.64	965.88	(62.25)
	EXPENDITURE			
	Operating expenses	2201.63	1325.69	596.37
	Finance Cost	918.46	841.39	1119.21
	Depreciation & Amortization expenses	34.06	41.27	40.54
	Total Expenses	3154.15	2208.35	1756.12
	Profit/(Loss) before tax	(346.51)	(1242.47)	1818.37
	Less: Provision for Tax	—	—	—
	Less: Deferred Tax	103.58	366.09	-
	Profit/(Loss) after Tax	(242.93)	(876.38)	1818.37
5.	Foreign Investments or collaborations, if any:	NIL		

II.	INFORMATION ABOUT THE WHOLE-TIME DIRECTORS:		
A)	(i) Smt. Rekha Dixit, Whole-time Director (01-06-2016 to 30-06-2017)	(ii) Shri Sameer Gaur, Jt. Managing Director & Whole-time Director (01-08-2016 to 31-08-2016)	(iii) Shri Sachin Gaur, Whole-time Director & CFO (10-09-2016 to 31-12-2016)
(1)	Background details:		
	<p>Smt. Rekha Dixit, aged about 60 years holds Masters' Degree in English from Delhi University. She has over 19 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 12 years. From 2012 onwards, she has been responsible for the operations of the Company's flagship hospital i.e., Jaypee Hospital at Noida.</p> <p>She is also on the Boards of Dixit Holdings Pvt. Ltd., Ivalue Advisors Pvt. Ltd., Jaypee Development Corporation Ltd., First Light Estates Pvt. Ltd., Jaypee Jan Sewa Sansthan and Jaypee Healthcare Ltd.</p> <p>She is member of Audit Committee and Nomination & Remuneration Committee and Chairperson of Finance Committee of Jaypee Healthcare Ltd.</p> <p>She is also member of Corporate Social Responsibility Committee and Nomination & Remuneration Committee of Jaypee Development Corporation Ltd.</p> <p>She is also member of Corporate Social Responsibility Committee of the Company.</p> <p>She holds 1,000 Equity Shares of the Company in her own name.</p> <p>The approval on behalf of Nomination & Remuneration Committee, the Board of Directors and Lenders has been obtained for ratification of payment of remuneration to her from 01-06-2016 to 30-06-2017.</p>	<p>Shri Sameer Gaur, aged 47 years, Jt. Managing Director & Whole-time Director holds MBA degree from University of Wales, UK and is accredited with management experience of over 23 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 operations 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 Operations of Yamuna Expressway & Himalyan Expressway.</p> <p>He is member of Finance Committee and Fund Raising Committee and Stakeholders Relationship Committee of the Company. He holds 1,000 Equity Shares of the Company in his own name.</p> <p>The approval on behalf of Nomination & Remuneration Committee, the Board of Directors and Lenders has been obtained for ratification of payment of remuneration to him from 01-08-2016 to 31-08-2016.</p>	<p>Shri Sachin Gaur aged 44 years, 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 19 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.</p> <p>He is on the Board of Kram Infracon Pvt. Ltd.</p> <p>Shri. Sachin Gaur has resigned from the Board of the Company w.e.f 31st December, 2016. He holds 21,000 equity shares in the Company.</p> <p>The approval on behalf of Nomination & Remuneration Committee, the Board of Directors and Lenders has been obtained for ratification of payment of remuneration to him from 10-09-2016 to 31-12-2016.</p>
(2)	Past remuneration:		
	<p>Smt. Rekha Dixit</p> <p>Basic Salary w.e.f 01.06.2016 ₹ 4,20,000/- per month in the following pay scale: ₹ 300000-30000-450000-45000-675000-67500-1417500</p> <p>(With an annual increment on 1st April of every year), plus perquisites equal to the Basic salary.</p> <p>Basic Salary w.e.f 01.06.2013 ₹ 3,60,000/- per month in the following pay scale: ₹ 300000-30000-450000-45000-675000-67500-1012500</p> <p>(With an annual increment on 1st April of every year), plus perquisites equal to the Basic salary.</p>	<p>Shri Sameer Gaur</p> <p>Basic Salary w.e.f 01.08.2016 ₹ 10,23,750/- per month in the following pay scale: ₹ 350000-35000-525000-52500-787500-78750-1653750</p> <p>(With an annual increment on 1st April of every year), plus perquisites equal to the Basic salary.</p> <p>Basic Salary w.e.f 01.08.2013 ₹ 8,66,250/- per month in the following pay scale: ₹ 350000-35000-525000-52500-787500-78750-1181250</p> <p>(With an annual increment on 1st April of every year), plus perquisites equal to the Basic salary.</p>	<p>Shri Sachin Gaur</p> <p>Basic Salary w.e.f 10th September, 2016 ₹ 8,77,500/- per month in the following pay scale: ₹ 300000-30000-450000-45000-675000-67500-1417500</p> <p>(With an annual increment on 1st April of every year), plus perquisites equal to the Basic salary.</p> <p>Basic Salary w.e.f 10th September, 2013 7,42,500/- per month in the following pay scale: 300000-30000-450000-45000-675000-67500-1012500</p> <p>(With annual increment on 1st April of every year) plus perquisites equal to the Basic salary</p>

(3)	Recognition or Awards:		
	Nil	Nil	Nil
(4)	Job profile and suitability:		
	<p>As Whole-Time Director, she was responsible for managing the day to day affairs of the Company. She was found to be most suitable for the position based on her qualifications and experience.</p> <p>However, she has relinquished the office of WTD w.e.f. 30.06.2017 and continued as Non-Executive Director w.e.f. 01.07.2017.</p>	<p>As Whole-Time Director (designated as Joint Managing Director), he was responsible for execution of Projects & operations. He was found to be most suitable for the position based on his qualifications and experience.</p> <p>However, he has relinquished the office of Jt. Managing Director/Whole-time Director w.e.f 31.08.2016 and continued as Non-executive director w.e.f 01.09.2016.</p>	<p>As Whole-Time Director & CFO, he was responsible for financial matters. He was found to be most suitable for the position based on his qualifications and experience.</p>
(5)	Remuneration paid (As approved by shareholders in 9th AGM held on 30-9-2016)		
	<p>Approval of past remuneration paid by the Company during the period from 01-06-2016 to 30-06-2017 out of total remuneration of ₹ 9,475,200/- paid during FY 2016-17 and ₹ 6,500,077 during FY 2017-18 that was within ceiling and was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016 to Smt. Rekha Dixit, during her tenure as Whole-time Director. The approval is being sought in accordance with the applicable provisions of amended Section 197 of the Companies Act, 2013.</p>	<p>Past Remuneration paid by the Company for one month from 01-08-2016 to 31-08-2016 out of total remuneration of ₹ 11,674,481/- paid during FY 2016-17 that was within ceiling and was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016 to Shri Sameer Gaur, as Whole-time Director/Jt. Managing Director. The approval is being sought in accordance with the applicable provisions of amended Section 197 of the Companies Act, 2013.</p>	<p>Past Remuneration paid by the Company during the period from 10-09-2016 to 31-12-2016 out of total remuneration of ₹ 21,123,279/- during FY 2016-17 that was within ceiling and was duly approved by shareholders in 9th Annual General Meeting held on 30-09-2016 to Shri Sachin Gaur, as Whole-time Director & CFO. The approval is being sought in accordance with the applicable provisions of amended Section 197 of the Companies Act, 2013.</p>
(6)	Perquisites and other benefits paid:		
	<p>Besides the above salary, Smt. Rekha Dixit was entitled to perquisites which included 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.</p> <p>Perquisites, save and except the following, restricted to an amount equal to the annual salary:</p> <ol style="list-style-type: none"> (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. (iv) Smt. Rekha Dixit shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense. 	<p>Besides the above salary, Shri Sameer Gaur was entitled to perquisites which included 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.</p> <p>Perquisites, save and except the following, restricted to an amount equal to the annual salary:</p> <ol style="list-style-type: none"> (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. (iv) Shri Sameer Gaur shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense. 	<p>Besides the above salary, Shri Sachin Gaur was entitled to perquisites which included 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.</p> <p>Perquisites, save and except the following, restricted to an amount equal to the annual salary:</p> <ol style="list-style-type: none"> (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. (iv) Shri Sachin Gaur shall also be entitled for Car, Telephone at Residence and Mobile Phone for Company's business at Company's expense.

(7)	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 remuneration already paid was comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualifications and experience of Smt. Rekha Dixit.	The remuneration already paid was comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualifications and experience of Shri Sameer Gaur	The remuneration already paid was comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualifications and experience of Shri Sachin Gaur.
(8)	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 was 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.	Except for drawing remuneration in his professional capacity, there was 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	Except for drawing remuneration in his professional capacity, there was no other pecuniary relationship with the company. Relationship with the managerial personnel : NIL

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. Further, if the U.P. Government successfully implements the Jewar Airport project, the same will enhance the Toll Revenue besides the increase in demand and the land prices in Noida/Greater Noida.

IV. DISCLOSURES:

The disclosures for the Financial Year 2015-16 and 2016-17 are given in below table. The details for financial year 2017-18 are mentioned in the Report to the Shareholders which is the part of 11th Annual Report and therefore, not given in below table.

(A) For the Financial Year 2015-16

(i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors:

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total
		Sachin Gaur WTD & CFO	Rekha Dixit WTD	Sameer Gaur Jt. MD & WTD	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,109,500	6,652,800	14,127,750	32,890,050
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	3,108,067	1,119,474	3,132,279	7,359,820
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others - Provident Fund	1,263,600	604,800	1,474,200	3,342,600
5	Total (A)	16,481,167	8,377,074	18,734,229	43,592,470
	Ceiling as per the Act	Ceiling on managerial remuneration as per Schedule V of the Companies Act, 2013 (in case of loss): ₹ 1.95 crores (₹ 3.90 crores after passing special resolution) for each Whole-time Director/Managing Director and an overall ceiling of ₹ 11.21 crores (₹ 22.42 crores after passing special resolution) for all Whole-time Directors /Managing Directors of the Company.			

(ii) Details of fixed component and performance linked incentives along with the performance criteria: Not Applicable

(iii) Service contracts, notice period, severance fees: Not Applicable

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

(B) For the Financial Year 2016-17

- (i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors:

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total
		Sachin Gaur WTD & CFO	Rekha Dixit WTD	Sameer Gaur Jt. MD	
	Shri/Smt.				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,543,250	6,854,400	11,032,875	35,430,525
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	2,632,329	2,016,000	27,356	4,675,685
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
5	Others - Provident Fund	947,700	604,800	614,250	2,166,750
	Total (A)	21,123,279	9,475,200	11,674,481	42,272,960
	Ceiling as per the Act				121,402,277

- (ii) Details of fixed component and performance linked incentives along with the performance criteria: Not Applicable
- (iii) Service contracts, notice period, severance fees: Not Applicable
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Place : Noida
Dated : 20th November, 2018

Mohinder Kharbanda
Company Secretary
M.No.:FCS 2365

ADDENDUM

- (1) As per the Corporate Insolvency Resolution Process (CIRP), the Resolution Plan submitted by prospective Resolution Applicant as shortlisted by CoC and put to vote was not approved by CoC. The Hon'ble Supreme Court of India, in disposal of Writ Petition (Civil) No. 744/2017 filed by some of the home-buyers has revived the period prescribed under Insolvency Code by another 180 days w.e.f. the date of the order, i.e. 9th August, 2018 and did direct the IRP to follow the provisions of Insolvency Code afresh in all respects. The order also permits the NCLT to grant a further extension of 90 days, if required, in accordance with the provisions of Insolvency Code. Accordingly, the IRP had invited the claims from the Creditors under the Code and has reconstituted the Committee of Creditors (CoC).
- (2) In view of the above and for the sake of brevity, reference to the resolution(s) of the Board, Audit Committee or Nomination & Remuneration Committee, wherever appearing in this notice, may be construed accordingly, keeping in view of ongoing CIR Process and powers of the Board having been suspended.

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Place : Noida
Dated : 20th November, 2018

Mohinder Kharbanda
Company Secretary
M.No.:FCS 2365

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 amended from time to time 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 enable them to exercise their right to vote in respect of the business(es) to be transacted at the 11th Annual General Meeting of the Company scheduled to be held on **Friday, 21st December, 2018 at 3.00 P.M.**

The Company has engaged National Securities Depositories Limited (NSDL) 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, 18 th December, 2018
End of remote e-voting	5.00 P.M. on Thursday, 20 th December, 2018

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting (AGM) through ballot papers. The cut-off date for the purpose of remote e-voting is **Friday, 14th December, 2018.**

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, as on **Friday, 14th December, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. Any vote cast by such shareholder through ballot shall not be counted.

This communication is an integral part of the Notice dated 20th November, 2018 for the 11th Annual General Meeting scheduled to be held on **Friday, 21st December, 2018.**

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

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

A. In case of members receiving an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file attachment viz; "remote e-voting.pdf" using your Client ID or Folio No. as password. The said PDF file contains your USER ID and PASSWORD/PIN for remote e-voting. Please note that this password is an initial password.

NOTE: Shareholders who are already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put your USER ID and PASSWORD. Click on "Login".
- (v) Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) On successful Login, home page of Remote E-Voting will open. Click on Remote E-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E Voting Event Number) of "Jaypee Infratech Limited" and Click on "Submit".
- (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit". And "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atyagi53@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case of member receiving physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company/ Depository Participants(s) or for members who have requested for physical copy]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM, in the following format:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all the steps from Sl. No. A(i) to Sl. No. A(xii) as above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and Remote E-Voting User Manual available at the Downloads Section on e-voting website of NSDL at www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who have forgotten their USER DETAILS/PASSWORD can reset their password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

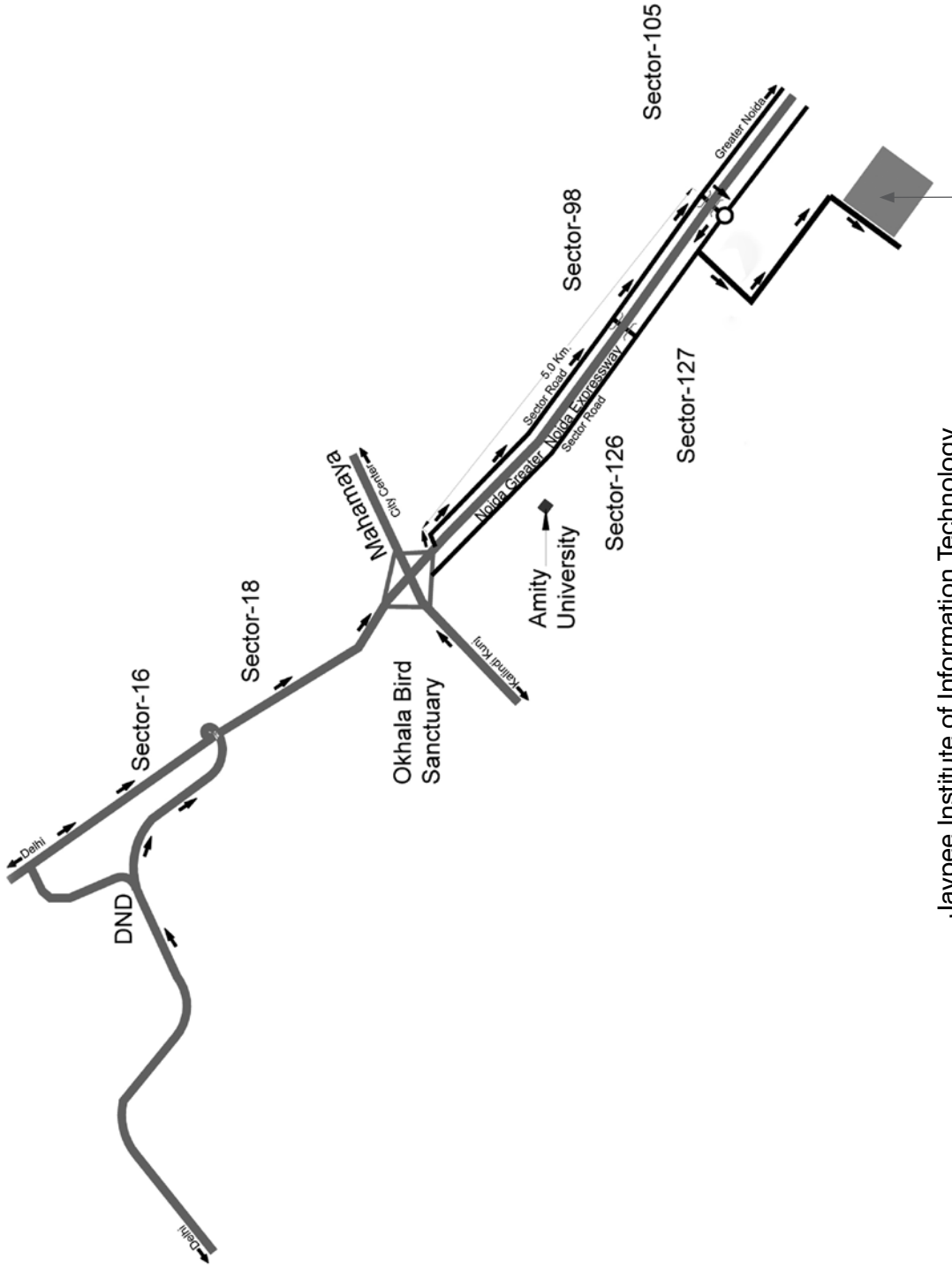
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used by the Company for sending future communication(s).
- V. The voting rights of members shall be as per the number of equity shares of the Company held by the member as on Friday, 14th December, 2018, being the cut-off date. Members are eligible to cast their vote electronically only if they are holding shares as on the said date.
- VI. Members who have acquired shares of the Company after dispatch of the Notice and before the Book Closure and holding shares as on the cut-off date i.e., on Friday, 14th December, 2018, 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.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. Mr. Ashok Tyagi, Practicing Company Secretary (Membership No. FCS 2968, CP No. 7322) has been appointed as the Scrutinizer and Ms. Neha Jain, Practicing Company Secretary

(Membership No. ACS 30822, CP No. 14344) as the Alternate Scrutinizer, to scrutinize the remote e-voting process and voting through Ballot paper (Polling) 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.

- VIII. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will count the votes cast at the meeting and unblock the votes cast through remote e-voting in prescribe manner in the presence of at least two witnesses not in employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed on the date of the 11th Annual General Meeting of the Company scheduled to be held on Friday, 21st December, 2018. 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 at www.jaypeeinftratech.com and of NSDL <https://www.evoting.nsdl.com/downloadsAndResults.aspx> and will be simultaneously communicated to the Stock Exchanges.
- XI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evoting.nsdl.com, under help section or write an email to evoting@nsdl.co.in

Location Plan of Jaypee Institute of Information Technology, Sector-128, Noida-201 304



Jaypee Institute of Information Technology,
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) 4609464
Website: www.jaypeeinfotech.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 11th Annual General Meeting of the Company to be held on **Friday, the 21st December, 2018 at 3.00 P.M. at Jaypee Institute of Information Technology, Sector-128, Noida 201304 (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) 4609464
Website: www.jaypeeinfotech.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

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		Signature	
	Address			
	E-mail Id			

Or failing him

2)	Name		Signature	
	Address			
	E-mail Id			

Or failing him

3)	Name		Signature	
	Address			
	E-mail Id			

P.T.O.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on **Friday, the 21st December, 2018 at 3.00 P.M. at Jaypee Institute of Information Technology, Sector 128, Noida 201 304 (U.P.), 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 Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2018 , and the Report of the Auditors and the Report to the Shareholders thereon.
2	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.
3	To appoint a Director in place of Shri Sameer Gaur (DIN: 00009496) , who retires by rotation and, being eligible, offers himself for re-appointment.
Special Business	
4	Ratification of the remuneration of Cost Auditors, M/s Jatin Sharma & Co. (Firm Regn.No.101845) of the Company
5	Approval of remuneration paid to Shri Sameer Gaur (DIN: 00009496) as Jt. Managing Director for one month from 01-08-2016 to 31-08-2016 pursuant to amended Section 197.
6	Approval of remuneration paid to Smt. Rekha Dixit (DIN: 00913685) as Whole-time Director during the tenure from 01-06-2016 to 30-06-2017 pursuant to amended Section 197.
7	Approval of remuneration paid to Shri. Sachin Gaur (DIN: 00387718) as Whole-time Director & CFO during the tenure from 10-09-2016 to 31-12-2016 pursuant to amended Section 197.

Signed this _____ day of _____, 2018

Signature of Member :

Signature of Proxy holder(s) :

Notes:

1. This form of proxy in order to be effective should be duly completed 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

Affix Revenue Stamps of Re.1
