

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45203UP2007PLC033119

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCJ9042R

(ii) (a) Name of the company

JAYPEE INFRATECH LIMITED

(b) Registered office address

Sector-128
Noida
Uttar Pradesh
201304
India

(c) *e-mail ID of the company

jp infratech.investor@jalindia.c

(d) *Telephone number with STD code

01204609000

(e) Website

www.jaypeeinfratech.com

(iii) Date of Incorporation

05/04/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd.	1,024
2	BSE Ltd.	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 24/12/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension R50718766

Pre-fill

(e) Extended due date of AGM after grant of extension 30/12/2020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	33.89
2	L	Real Estate	L1	Real estate activities with own or leased property	66.11

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JAIPRAKASH ASSOCIATES LIM	L14106UP1995PLC019017	Holding	60.98
2	JAYPEE HEALTHCARE LIMITED	U85191UP2012PLC053358	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Total amount of equity shares (in Rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	2,500,000,000	1,388,933,497	1,388,933,497	1,388,933,497
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	13,889,334,970	13,889,334,970	13,889,334,970

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Shares				
Number of preference shares	50,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

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

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	211.95	1000000	2,119,500,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			137,090,867,243
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			1,131,681,000
Total			140,342,048,243

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	2,119,500,000	0	0	2,119,500,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

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

15,875,959,482

(ii) Net worth of the Company

-9,712,411,780

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	847,000,000	60.98	0	
10.	Others	0	0	0	
	Total	847,000,000	60.98	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	402,671,969	28.99	0	
	(ii) Non-resident Indian (NRI)	11,945,109	0.86	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	52,671,391	3.79	0	
4.	Banks	20,638,915	1.49	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	45,706,303	3.29	0	
10.	Others Clearing Members, Trusts, E	8,299,810	0.6	0	
	Total	541,933,497	39.02	0	0

Total number of shareholders (other than promoters)

141,206

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

141,208

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	139,177	141,206
Debenture holders	3	3

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

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

7

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Manoj Gaur	00008480	Managing Director	45,000	
Sunil Kumar Sharma	00008125	Director	75,000	
Sameer Gaur	00009496	Director	1,000	
Rakesh Sharma	00009952	Director	8,000	
Rekha Dixit	00913685	Director	1,000	
Pramod Kumar Aggarwal	AACPA7385C	CFO	18,950	31/07/2020
Surender Kumar Mata	AAMP3775A	Company Secretary	0	

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

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

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2019	139,486	120	62.72

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2019	12	2	16.67
2	27/07/2019	12	1	8.33
3	08/11/2019	12	1	8.33
4	11/02/2020	12	1	8.33

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/12/2020
								(Y/N/NA)
1	Manoj Gaur	4	4	100	0	0	0	Yes

2	Sunil Kumar S	4	1	25	0	0	0	No
3	Sameer Gaur	4	0	0	0	0	0	No
4	Rakesh Sharn	4	0	0	0	0	0	No
5	Rekha Dixit	4	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pramod Kumar Agg	CFO	14,400,000	0	0	0	14,400,000
2	Surender Kumar Ma	Company Secre	1,743,008	0	0	0	1,743,008
	Total		16,143,008	0	0	0	0

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Neha Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

14344

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

3

dated

01/06/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Approval_letter.pdf
Clarification MGT-7.pdf
MGT-8-reduced.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Westcott Building, The Mall,, Kanpur, Uttar Pradesh, India, 208001

DATED : 07-09-2020

IN THE MATTER OF M/S JAYPEE INFRATECH LIMITED CIN L45203UP2007PLC033119

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2020 and the Annual general meeting of the company is due to be held on 30-09-2020 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN R50718766 on 20-08-2020 requesting for an extension of time for the purpose of holding AGM on the following grounds

Due to CIRP process under IBC, 2016 as per the order order dated 09.08.2017 and 14.08.2018 passed by the Hon'ble National Company Law Tribunal ("NCLT") Allahabad read with order dated 09.08.2018 passed by the Hon'ble Supreme Court of India in Writ Petition (Civil) No. 744/2017 and order dated 06.11.2019 passed by the Hon'ble Supreme Court of India in the matter of Jaiprakash Associates Ltd. & Anr. Vs. IDBI Bank Ltd. & Anr. (Civil Appeal bearing Diary No 27229 of 2019 and Civil Appeal No 6486 of 2019).

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 3 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 3 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,

SUDHIR KAPOOR

Registrar of Companies

RoC - Kanpur

Mailing Address as per record available in Registrar of Companies office:

JAYPEE INFRATECH LIMITED
Sector-128, Noida, Uttar Pradesh, India, 201304



Note: This letter is to be generated only when the application is approved by RoC office

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

Jaypee Infratech Limited (“Company” or “JIL”) was undergoing Corporate Insolvency Resolution Process (“CIRP”) in terms of the provisions of the Insolvency & Bankruptcy Code, 2016 (“IBC”) vide order dated 09.08.2017 and 14.08.2018 passed by the Hon'ble National Company Law Tribunal (“NCLT”) Allahabad read with order dated 09.08.2018 passed by the Hon'ble Supreme Court of India in Writ Petition (Civil) No. 744/2017 and order dated 06.11.2019 passed by the Hon'ble Supreme Court of India in the matter of Jaiprakash Associates Ltd. & Anr. Vs. IDBI Bank Ltd. & Anr. (Civil Appeal bearing Diary No 27229 of 2019 and Civil Appeal No 6486 of 2019).

In terms of Hon'ble Supreme Court order dated 06.11.2019, the Committee of Creditor (“CoC”) approved the Resolution Plan of NBCC India Limited (“NBCC”) on 17.12.2019. The approved resolution was filed with Adjudicating Authority for its approval. The Hon'ble NCLT, Principal Bench (Delhi) vide its order dated 03.03.2020 approved the Resolution Plan of NBCC with certain modifications.

The successful Resolution Applicant (NBCC) preferred to file an appeal before the Hon'ble National Company Law Appellate Tribunal (“NCLAT”) against the Hon'ble NCLT order dated 03.03.2020 against certain modifications made to its Resolution Plan.

Hon'ble NCLAT heard the appeal by NBCC on 22.04.2020 and directed issuance of notice and passed following interim direction regarding implementation of the Resolution Plan.

“Meanwhile, till further orders, the approved ‘Resolution Plan’ may be implemented subject to outcome of this Appeal”

The IRP constituted an ‘Interim Monitoring Committee (IMC)’ pursuant to the directions of Hon'ble NCLAT, till the disposal of above appeal to manage the affairs of the company.

Hon'ble Supreme Court in the Civil Appeal Diary No(s). 14741/2020 between Jaypee Kensington Boulevard Apartments Welfare Association & Ors. Vs NBCC (India) Ltd & Ors. vide its order dated 06.08.2020 has transferred all the pending appeals/cases with NCLAT to itself i.e. to Supreme Court to avoid further delay in execution of scheme. The arguments in the matter before Hon'ble Supreme Court concluded on 8th October, 2020 and judgment on the same is reserved.

Cont..2..

1. Point No. VIII (B)(i) and Point No. VIII (B)(ii).

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON THE CLOSURE OF FINANCIAL YEAR

The following Independent Directors of the Company had submitted their resignations on the dates indicated against their names, during the previous financial year as mentioned below: —

1.	Brij Bihari Tandon	:	17/08/2018
2.	Shanti Sarup Gupta	:	17/08/2018
3.	S. Balasubramanian	:	24/08/2018
4.	Keshav Prasad Rau	:	09/09/2018
5.	B.K. Goswami	:	10/09/2018
6.	Lalit Bhasin	:	12/09/2018
7.	Sham Lal Mohan	:	17/09/2018

All these Directors have also individually filed Form DIR-11 with the MCA in respect of the resignation submitted.

Pursuant to Section 28(1) (j) of Insolvency Code, the IRP placed these resignations before the Committee of Creditors of the Company for its acceptance. However, the resolution was considered to be rejected since the requisite majority of the members did not vote on the item. In view of the matter rejected by the Committee of Creditors, the Company has not been able to file Form DIR-12 with the MCA. The Interim Resolution Professional and Committee of Creditors were of the opinion that these Directors continue to remain on the Board of Directors of the Company.

Since, the MCA portal is not accepting their names as Directors as on the close of the financial year in view of DIR-11 filed by the Directors, their names have been removed under **Point No. VIII (B)(i)**

PARTICULARS OF CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR

In view of the above mentioned facts, we are not showing resignations of these Directors as changes during the year under Point No. VIII (B)(ii) - Particulars of change in Directors and Key Managerial Personnel during the year.

Cont..3..

2. Point No. IX

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

In view of the facts stated above, by virtue of and with effect from the date of Order of Hon'ble NCLT, i.e. 9th August, 2017 the Board and the powers of Directors stood suspended and pursuant to the provisions of Section 17 of Insolvency Code, are being exercised by the Interim Resolution Professional who was appointed by Hon'ble NCLT vide the aforesaid Order to carry the functions as mandated under the Insolvency Code. Further, Hon'ble Supreme Court of India also, vide order dated 11th September, 2017, directed the Interim Resolution Professional to forthwith takeover the management of the Company. Consequently, the provisions with respect to holding minimum number of meetings of the Board or its committees such as the Audit Committee or Nomination and Remuneration Committee, the maximum gap between two meetings and the requirements of regular attendance of the directors in the meetings are deemed to have been complied with keeping in view the fact that the functions of the Board are being exercised by IRP/RP in compliance with the directions contained in the Orders of Hon'ble NCLT and Hon'ble Supreme Court of India as well as in view of the provisions of the Insolvency Code.

Since the Company remained under CIRP, no Board/Committee Meetings were held during the year 2019-20. However, in Point No. IX (B) the dates of approval of Annual Financial Statements and Quarterly Unaudited financial results (UFR) of the Company as per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 have been taken as the date of Board meetings for the purpose of filing of Form MGT-7 as given below:

S.No.	Dates	Purpose
1.	27-05-2019	Approval of Financial Statements for FY ended 31-03-2019
2.	27-07-2019	Approval of UFR for quarter ended 30-06-2019
3.	08-11-2019	Approval of UFR for quarter ended 30-09-2019
4.	11-02-2020	Approval of UFR for quarter ended 31-12-2019

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

Cont..4..

3. Point No. XI.

MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Section 238 of the Insolvency Code states that the provisions of the Code shall have effect, notwithstanding anything inconsistent therewith contained in any other law for the time being in force or any instrument having effect by virtue of any such law. Consequently, in respect of such provisions of the Companies Act, 2013 which are directly or indirectly in conflict with the provisions of Insolvency Code, all efforts have been made to make the compliance with the provisions of the Companies Act.

4. Digital Signatures

In view of the General Circular No. 08/2020 F.No. 01/02/2019- CL-V Dated 06.03.2020 issued by the Ministry of Corporate Affairs regarding - Filing of forms in the Registry (MCA-21) by the Insolvency Professional (Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator appointed under Insolvency Bankruptcy Code, 2016 (IBC, 2016), the Annual Return (e-form No.MGT-7) under the provisions of the Companies Act, 2013, is being filed as attachments with e-form GNL-2 (which is digitally signed by the IRP)

Further, the Form No. MGT-7 is signed only by the Company Secretary.

CS Neha Jain

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Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and minute books, forms, returns and papers of Jaypee Infratech Limited having CIN L45203UP2007PLC033119 (hereinafter called 'the Company') as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year 1st April 2019 to 31st March 2020.

The Company has been undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) in terms of order dated August 9, 2017 passed by Hon'ble National Company Law Tribunal (NCLT), Allahabad Bench. Pursuant to the initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Mr. Anuj Jain, as Interim Resolution Professional (IRP) to carry the functions as mentioned under the Code and later on Committee of Creditors (CoC) approved the appointment of Mr. Anuj Jain, the IRP as Resolution Professional (RP). As per the CIRP, the Resolution Plan submitted by prospective Resolution Applicant as shortlisted by CoC and put to vote was not approved by CoC.

Further, the Hon'ble Supreme Court of India, in disposal of Writ Petition (Civil) No. 744/2017 filed by some of the home-buyers 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 directed the Interim Resolution Professional (IRP) to follow the provisions of Insolvency Code afresh in all respects. The order also permitted the NCLT to grant a further extension of 90 days, if required, in accordance with the provisions of Insolvency Code. Hon'ble NCLT vide its order dated 28th January, 2019 extended the CIRP for a period of 90 days beyond 180 days.

The Hon'ble NCLT, Allahabad, in an application filed by the IDBI Bank directed per its orders dated 6th May, 2019 and 21st May, 2019 that CoC and IRP must be allowed to proceed further with the CIRP process in accordance with law. The matter was subsequently heard before Hon'ble National Company Law Appellate Tribunal (NCLAT). Further, Hon'ble Supreme Court of India vide order dated 6th November, 2019 directed IRP to complete the CIRP within a period of 90 days from the date of the said order. As per directions of the order, IRP invited the Resolution Plans from two Resolution Applicants. The Committee of Creditors approved the resolution plan submitted by NBCC (India) Limited and IRP filed the same with Hon'ble NCLT for its approval. The Hon'ble NCLT, Principal Bench, New Delhi approved the Resolution plan of the NBCC (India) Limited with certain modifications on 3rd March, 2020.



The successful Resolution Applicant, NBCC (India) Limited preferred to file an appeal with NCLAT on 20th March, 2020 against the modifications made to the Resolution Plan by NCLT. The Hon'ble NCLAT vide its interim order dated 22nd April, 2020 directed that:

'Meanwhile till further orders, the approved 'Resolution Plan' may be implemented subject to outcome of this Appeal. It was further directed that the Interim Resolution Professional may constitute 'Interim Monitoring Committee' comprising of the 'Successful Resolution Applicant', i.e., the Appellant and the three major Institutional Financial Creditors, who were Members of the 'Committee of Creditors' as named above.'

Accordingly, the IRP constituted the IMC comprising of NBCC India Limited, IDBI Bank Limited (Lender), India Infrastructure Finance Company Limited (Lender), LIC of India (Lender) and Sh. Anuj Jain (IRP) The Resolution Plan was not implemented by the Resolution Applicant (RA). The implementation may take place post finalization of the appeals as per the resolution plan.

Hon'ble Supreme Court in the Civil Appeal Diary No(s). 14741/2020 between Jaypee Kensington Boulevard Apartments Welfare Association & Ors. Vs NBCC (India) Ltd & Ors. vide its order dated 06.08.2020 has transferred all the pending appeals/cases with NCLAT to itself i.e. to Supreme Court to avoid further delay in execution of scheme. Further, it stayed the order dated 22.04.2020 of Hon'ble NCLAT and ordered the Interim Resolution Professional (IRP) to manage the affairs of the company. The arguments in the matter before Hon'ble Supreme Court concluded on 8th October, 2020 and judgment on the same is reserved.

In my opinion and to the best of my capability and according to the examinations carried out by me and based on the information, documents and records made available to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Since the Company remained under Corporate Insolvency Resolution Process the powers of the Board of Directors are suspended and the role and responsibilities of the Board of Directors and Committee of Directors are being fulfilled by the Interim



Resolution Professional in accordance with Section 17 and 23 of the IBC. Consequently, no Board or Committee Meetings were held during the period under review.

5. Closure of Register of Members / Security holders, as the case may be.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; NA
7. Contracts/arrangements with related parties as specified in section 188 of the Act; NA
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. NA
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

The Independent Directors of the Company had submitted their resignations on the dates mentioned against their names during the Financial Year 2018-19 and have also filed Form Dir-11. The resignations were received by Interim Resolution Professional subject to approval thereof by Committee of Creditors. The same was placed for approval by the Committee of Creditors by the IRP, in terms of the provisions of Section 28(1)(j) of the Insolvency and Bankruptcy Code, 2016 (which puts restrictions on the actions of Resolution Professional, inter-alia, to make any change in the management of the Corporate Debtor or its subsidiary without prior approval of the Committee of Creditors. The resolution dated 17-10-2018 so put for acceptance of resignations as mentioned below was deemed to be rejected since the approval of 66% voting rights was not achieved.

1. Shri B. K. Goswami : 10-9-2018
2. Shri S. Balasubramanian : 24-8-2018
3. Shri B. B. Tandon : 17-8-2018



4. Shri S. S. Gupta : 17-8-2018
5. Shri K. P. Rau : 09-9-2018
6. Shri S. L. Mohan : 17-9-2018
7. Shri Lalit Bhasin : 12-9-2018

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

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

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

The Company has received a Show Cause Notice (SCN) from Security Exchange Board of India (SEBI) vide its letter No SEBI/EAD 3/VSS/CM/27602/2019 dated 18.10.2019 under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rule, 1995 in respect of violations mentioned in the said SCN with regard to Non Convertible Debt Securities.

The Company has submitted replies and hearing took place on 18.08.2020. The order in the matter is yet to be issued.

15. Ministry of Corporate Affairs, Serious Fraud Investigation Office(SFIO) vide its letter F. No SFIO/INV/JIL and JAL/1280 & 1281/2020/JIL 19751 dated 19.05.2020 has initiated investigation against the Company into the affairs of Jaiprakash Associates Ltd and Jaypee Infratech Ltd under section 212 (1) (c) of the Companies Act, 2013. The Company has provided/is providing the information sought by the SFIO from time to time.

16. The Company filed an Application with Registrar of Companies for grant of 3 months extension for holding Annual General Meeting vide SRN R48960892 dated 08.08.2020 in view of the pressing circumstances, which was approved by the Registrar of Companies.



17. Acceptance/ renewal/ repayment of deposits;

On an application seeking extension of time for repayment of outstanding fixed deposits, the Hon'ble NCLT, Allahabad Bench had granted extension of time to repay the deposits and interest thereon vide its various Orders. However, vide order dated 26th September, 2018, Hon'ble NCLT has closed the application on the basis that in view of commencement of CIRP, the application is not necessary during moratorium period. Earlier, Hon'ble Supreme Court in its final order dated 9-8-2018 in the matter of Writ Petition (Civil) No. 744/2017 filed by some of the home-buyers, has formed the view that preferential payment to a particular class of creditors is impermissible during CIRP. As per Section 5(7) of IBC, Financial Creditors includes Fixed Deposit holders and those Fixed Deposit holders who have submitted their claim are member of the Committee of Creditors. Consequently, their claims will be settled in accordance with the outcome of CIRP filed by IDBI Bank and admitted by Hon'ble NCLT vide its Order dated 9th August, 2017.

The Resolution plan of NBCC (India) Limited (NBCC) was approved (with certain modifications) by NCLT, Principal Bench, New Delhi vide its order dated 03.03.2020. The key modifications w.r.t the Fixed Deposits are set out below:

The FD holders who have not made claims which have been reflected in the records of the Corporate Debtor, the Plan Applicant shall make a provision to clear their dues as and when the unclaimed FD holder claims it, and this right will remain in force as long as they are entitled to claim under Companies Act 2013.

As stated earlier, the successful Resolution Applicant, NBCC (India) Limited preferred to file an appeal with NCLAT on 20th March, 2020 against the modifications made to the Resolution Plan by NCLT. The matter was later transferred to the Hon'ble Supreme Court. The arguments in matter before Hon'ble Supreme Court have concluded on 08 October 2020 and judgment on same is reserved.

18. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; NA
19. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ; NA
20. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; NA
21. **The Certificate(MGT-8) is issued by the Practicing Company Secretary with the following disclaimer that :**



- Maintenance of Secretarial record is the complete responsibility of the management of the Company. Our responsibility is to express an opinion on the available secretarial records based on our Audit.
- I have done the Audit to the best of my knowledge and capability on the basis of records and information shared and disclosed by the Company. I have followed the Audit practices and process as were appropriate, pursuant to the provisions of Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- The MGT-8 is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which management has conducted the affairs of the Company.

UDIN : A030822B002953258

Place: Ghaziabad

Date: 17.02.2021



Signature.....

Name : Neha Jain

Membership No.-30822

C.P. No.-14344