



## Annual Report 2012-2013



Construction  
Power  
Cement  
Hospitality  
Real Estate  
Fertilizer  
Buddh International Circuit

— NO DREAM TOO BIG —





Gateway of 165 Km Yamuna Expressway connecting Noida to Agra







Toll Plaza at Mathura on Yamuna Expressway



First Aid Centre at Jewar Toll Plaza on Yamuna Expressway

### Board of Directors

Manoj Gaur, Chairman-cum-Managing Director  
 Sunil Kumar Sharma, Vice Chairman  
 Sameer Gaur, Joint Managing Director  
 M.J. Subbaiah  
 R.N. Bhardwaj  
 B.K. Goswami  
 Dr. B. Samal  
 Dr. R.C. Vaish  
 S. Balasubramanian  
 S.C. Gupta  
 Arun Balakrishnan  
 B.B. Tondon  
 Anand Bordia  
 Har Prasad  
 Rakesh Sharma, Whole-time-Director/Managing Director  
 Sachin Gaur, Whole-time Director & CFO  
 Rekha Dixit, Whole-time Director

### Bankers/Lenders

Axis Bank Limited  
 Bank of Maharashtra  
 Corporation Bank  
 Dena Bank  
 ICICI Bank Limited  
 IDBI Bank Limited  
 India Infrastructure Finance Company Limited  
 Oriental Bank of Commerce  
 Punjab National Bank  
 Punjab & Sind Bank  
 SREI Infrastructure Finance Limited  
 State Bank of Patiala  
 State Bank of Hyderabad  
 The Jammu & Kashmir Bank Limited  
 UCO Bank  
 Union Bank of India

### Company Secretary

Sanjay Kumar Gupta

### Registered & Corporate Office

Sector 128  
 Distt. Gautam Budh Nagar  
 NOIDA-201 304  
 Uttar Pradesh  
 Tel.: +91-120-4609000  
 Fax: +91-120-4609464

### Registrar and Transfer Agent

Karvy Computershare Private Limited  
 Plot No. 17 to 24, Vithalrao Nagar,  
 Madhapur, Hyderabad-500 086.  
 Andhra Pradesh  
 Tel.: 1-800-345 4001  
 Fax : +91 40 2342 0814

### Auditors

R. Nagpal Associates  
 Chartered Accountants  
 B-8/14, Vasant Vihar  
 New Delhi-110 057

### Website & E-mail Address

www.jaypeeinfotech.com  
 jpinfotech.investor@jalindia.co.in

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## NOTICE

NOTICE is hereby given that the **6th Annual General Meeting** of the Members of **Jaypee Infratech Limited** will be held on **Monday, the 29th day of July, 2013 at 4.00 P.M. at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA-201 307, (U.P.)** to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited **Balance Sheet** as at **31st March, 2013**, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend for the Financial Year 2012-13.
3. To appoint a Director in place of **Shri Manoj Gaur**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Sunil Kumar Sharma**, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of **Shri B.K. Goswami**, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of **Shri S.C. Gupta**, who retires by rotation and, being eligible, offers himself for re-appointment.
7. To appoint a Director in place of **Smt. Rekha Dixit**, who retires by rotation and, being eligible, offers herself for re-appointment.
8. To appoint **M/s R. Nagpal Associates, Chartered Accountants**, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### Special Business

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

#### As Ordinary Resolution:

9. **"RESOLVED THAT Shri Anand Bordia** be and is hereby appointed a Director of the Company, liable to retire by rotation."
10. **"RESOLVED THAT** pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the re-appointment of **Shri Sachin Gaur as Whole-time Director** of the Company for a further period of three years with effect from 10th September, 2013 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Shri Sachin Gaur notwithstanding that in any financial year of the Company during his tenure as a Whole-time Director, the Company has made no profits or profits are inadequate."

**"RESOLVED FURTHER THAT** the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in applicable provisions and Schedule XIII to the Companies Act 1956, or any Statutory amendment or re-enactment thereof in force."

11. **"RESOLVED THAT** pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the re-appointment of **Smt. Rekha Dixit as Whole-time Director** of the Company for a further period of three years with effect from 1st June, 2013 on the remuneration and terms & conditions mentioned in the Explanatory Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** pursuant to Section 198 and all other applicable provisions of the Companies Act, 1956, the remuneration as set out in the said Explanatory Statement be paid as minimum remuneration to Smt. Rekha Dixit notwithstanding that in any financial year of the Company during her tenure as a Whole-time Director, the Company has made no profits or profits are inadequate."

**"RESOLVED FURTHER THAT** the Chairman of the Company be and is hereby authorised to fix the inter-se ceilings/limits of various perquisites."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule XIII to the Companies Act 1956 or any Statutory amendment or re-enactment thereof in force."

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

**Place : New Delhi  
Date : 27th April, 2013**

**SANJAY KUMAR GUPTA  
Company Secretary**

#### NOTES:

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
- (ii) Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representatives to attend and vote at the Annual General Meeting.
- (iii) All documents referred to in the Notice as well as the Annual Report are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11:00 A.M. and 1:00 P.M. up to the date of the Annual General Meeting.

- (iv) Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolutions set out under item Nos. 9 to 11 is annexed hereto.
- (v) The Register of Members and Share Transfer Books will remain closed from **Tuesday, the 23rd July, 2013 to Monday, the 29th July, 2013 (both days inclusive).**
- (vi) Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. Those holding shares in electronic form are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (vii) Members can avail of the nomination facility in terms of Section 109A of the Companies Act, 1956 by nominating in Form 2B, as prescribed under Companies (Central Government's) General Rules and Forms, 1956, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. Form 2B is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (viii) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (ix) **Ministry of Corporate Affairs ("MCA") has vide circular No. 17/2011 dated 21st April, 2011 & No. 18/2011 dated 29th April, 2011 allowed the service of documents on members by a Company through electronic mode. Accordingly, as a part of its Green Initiative in Corporate Governance and in terms of Circulars issued by Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for the year ended 31st March, 2013 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for the hard copy of the same.**

**The Members who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participant. Members who hold their shares in physical form and who are desirous of receiving the communications/documents in electronic form are requested to promptly register their e-mail addresses with the Company.**

- (x) Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the Dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Therefore Members are requested to encash their Dividend Warrants on priority within the validity period.
- (xi) **Members or their respective proxies are requested to:**
  - (a) **bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;**

- (b) **note that no gifts/coupons shall be distributed at the Annual General Meeting; and**
- (c) **quote their Folio/Client ID & DP ID No. in all correspondence.**

- (xii) Any query relating to Accounts or any other items of business set out in the Agenda of the Meeting must be sent to the Company's Registered Office at Sector 128, NOIDA – 201 304, U.P. **at least seven days before the date of the Meeting.** The envelope may please be superscribed **"AGM QUERIES – Attn.: Shri Sanjay Kumar Gupta, Company Secretary"**.
- (xiii) Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the **Directors retiring by rotation and proposed to be re-appointed** are as under:

**Shri Manoj Gaur**, aged about 48 years, holds a Degree in Civil Engineering from Birla Institute of Technology and Science, Pilani.

Shri Manoj Gaur has over 25 years rich experience in all spheres of Corporate Management. Shri Manoj Gaur is Chairman-cum-Managing Director of Jaypee Infratech Limited. He has been spearheading the implementation and operation of JAL's (Jaiprakash Associates Limited) various Cement Plants and expansion of Cement capacities across the country and setting-up an effective marketing network. Shri Manoj Gaur is overseeing various activities of Jaypee Group such as Engineering and Construction, Hydro/Thermal Power, Real Estate, Expressways, Fertilizers, Information Technology, Hospitality, Budh International Circuit (Formula-1) and Not for Profit Education.

Shri Manoj Gaur is Executive Chairman & CEO of Jaiprakash Associates Limited (JAL) and also on the Board of Gujarat Jaypee Cement & Infrastructure Limited, Jaiprakash Power Ventures Limited, Madhya Pradesh Jaypee Minerals Limited, Prayagraj Power Generation Company Limited, MP Jaypee Coal Limited, Jaypee Sports International Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee Jan Sewa Sansthan ('Not for Profit' Private Limited Company) Kanpur Fertilizers & Cement Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Jaypee Cement Corporation Limited, Andhra Cements Limited, Jaypee Healthcare Limited and Indesign Enterprises Private Limited.

Shri Manoj Gaur holds 45,000 Equity Shares in the Company in his own name and 100 Equity Shares in the Company are held by him as a Nominee of JAL, the holding company, who holds the beneficial interest in the said shares.

**Shri Sunil Kumar Sharma**, aged about 53 years is the Vice-Chairman of the Company. He holds a Degree in Science from Meerut University and possesses 30 years of experience in planning, procurement, execution and management. He has been instrumental in the successful completion of several engineering construction projects, including Hotel Siddharth, Hotel Vasant Continental, one million ton per annum cement plant at Rewa and raising the Lakhyha Dam in Karnataka.

He was the Director-in-Charge of the underground power house works at Bhakra, Rockfill Dam chute and shaft spillway works of the Tehri Hydel Project and the works at the Chamara-II Hydel Project.

Shri Sunil Kumar Sharma is also on the Board of Jaiprakash Power Ventures Limited, Jaiprakash Associates Limited, Jaypee Powergrid Limited, Himalayan Expressway Limited, Jaypee

International Logistics Company Private Limited, Jaypee Arunachal Power Limited, Jaypee Sports International Limited, Sangam Power Generation Company Limited, Prayagraj Power Generation Company Limited, Jaypee Fertilizers & Industries Limited, Jaypee Infra Ventures (A Private Company with Unlimited Liability), Indesign Enterprises Pvt. Limited and Jaypee Healthcare Limited.

He is also Chairman of (i) Remuneration Committee and Audit Committee of Himalyan Expressway Limited (ii) Investor Grievance and Share Transfer Committee of Jaypee Sports International Limited (iii) Remuneration Committee of Sangam Power Generation Company Limited (iv) Audit Committee of Prayagraj Power Generation Company Limited and (v) Audit Committee of Jaypee Arunachal Power Limited. He is also Member of (i) Investor Grievance, Share Allotment and Share Transfer Committee and Finance Committee of Jaiprakash Associates Limited and (ii) Finance Committee and Committee of Directors (For Raising Funds) of Jaiprakash Power Ventures Limited. He is also Chairman of Shareholders'/Investors' Grievance, Share Allotment and Share Transfer Committee and Member of Remuneration Committee of this Company.

Shri Sunil Kumar Sharma holds 75,000 Equity Shares in the Company in his own name and 100 Equity Shares in the Company are held by him as a Nominee of JAL, the holding company, who holds the beneficial interest in the said shares.

**Shri B.K. Goswami**, 78, holds a Master's Degree in English from University of Punjab. A former officer of the Indian Administrative Services, he has held various positions with various Departments of Government of India and various State Governments, including serving as the Chairman Tea Board of India, Chief Secretary, Government of Jammu & Kashmir, Secretary, Department of Civil Supplies, Secretary Tourism, Government of India, Advisor to Governor of U.P. and Jammu & Kashmir.

Besides the above, he was Chairman of Jammu & Kashmir Tourism Development Corporation, Board of Governors, Institute of Hotel Management & Catering Technology, Bombay & New Delhi & Task Force on Tourism constituted by Government of Kerala.

Shri B.K. Goswami is also on the Board of Jaiprakash Associates Limited, Global Trust Capital Finance Limited, Mata Securities (P) Limited, New Kennilworth Hotels Limited, L.H. Sugar Factories Limited, Nectar Life Sciences Limited, Conservation Corporation of India Limited, B&A Limited, Jaypee Development Corporation Limited, Simbhaoli Sugars Limited, Jaypee Meghalaya Power Limited and Joy Hotel & Resorts Pvt. Limited. He is also Chairman of Finance Committee of Jaiprakash Associates Limited and this Company. He is Member of (i) Audit Committee of Jaiprakash Associates Limited (ii) Remuneration Committee of Jaiprakash Associates Limited, (iii) Audit Committee of B&A Limited, (iv) Audit Committee of Simbhaoli Sugars Limited, (v) Audit Committee of Nectar Life Sciences Limited and (vi) Audit Committee of this Company.

Shri B.K. Goswami holds 2500 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

**Shri S.C. Gupta**, 72, is B.Sc., B.Arch., PG.DIP. T & CP and a fellow of Institute of Town Planning of India (FITPI). He is an accomplished Planner with over 36 years of experience in the filed of Urban Development Planning.

He retired as Additional Commissioner (Planning) from the Delhi Development Authority (DDA) in 1994. He is also a Professor of Planning at the School of Planning and Architecture, New Delhi. He is a senior advisor to the Association of Metropolitan Development Authorities and the Delhi Urban Arts Commission. As a consultant to the Asian Development Bank (ADB), he gave advice to Government of Uttarakhand on projecting Disaster management needs for Urban Development in the State.

As an independent professional, he has undertaken a number of consultancy projects, most prominently as Urban Planner for the Special Economic Zone (SEZ) in Mundra, Gujarat.

Shri S.C. Gupta is also on the Board of Preferred Card Marketing Pvt. Limited, Jaiprakash Associates Limited, Goodtimes Marketing Pvt. Limited, TLC Relationship Management Pvt. Limited, Sureni Holdings Pvt. Limited, SLS Software Private Limited and TLC International Limited, Kenya.

Shri S.C. Gupta does not hold any share (either in his name or in the name of any other person on a beneficial basis) in the Company.

**Smt. Rekha Dixit**, 54 years, is M.A. (English) from Delhi University. She has around 14 years experience in commercial and financial matters. She joined the Company as Director on 28th May, 2010 and was appointed as Whole-time Director of the Company w.e.f 1st June, 2010.

Smt. Rekha Dixit is also on the Board of Jaypee Sports International Limited, Jaypee Development Corporation Limited, Jaypee Jan Sewa Sansthan (Not for Profit Pvt. Ltd. Co.) and Jaypee Healthcare Limited. She is also Member of Investor Grievance and Share Transfer Committee, Audit Committee and Finance Committee of Jaypee Sports International Limited and Member of Remuneration Committee of Jaypee Development Corporation Limited.

Smt. Rekha Dixit holds 1000 Equity Shares in the Company in her own name and no share of the Company is held by her for any other person on a beneficial basis.

## EXPLANATORY STATEMENT

Following Explanatory Statement, pursuant to the provisions of Section 173(2) of the Companies Act, 1956 sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 9

**Shri Anand Bordia** was appointed a Director of the Company w.e.f. 12th November, 2012 in the casual vacancy caused due to resignation of Shri S.C. Bhargava.

In terms of Section 262 of the Companies Act, 1956 read with Article 89 of the Articles of Association of the Company, he holds office upto the date Shri S.C. Bhargava would have held office had it not been vacated, i.e. till the date of this Annual General Meeting. The Company has received notice in writing alongwith a deposit of ₹ 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri Anand Bordia for the office of Director at the ensuing Annual General Meeting.

Shri Anand Bordia, 68 years, M.A., was a Whole-time Director of the Company for two years i.e. from 1st February, 2009 to 31st January, 2011. Prior to joining our Company he was working as Member



(Finance) with National Highways Authority of India. He gained vast experience of over 40 years working at senior levels in Government sector.

Shri Bordia held senior positions in the Government including First Secretary (Trade) High Commission of India, London, Collector of Customs, Delhi and Director General Audit, Custom and Central Excise. As Joint Secretary, Ministry of Social Justice and Empowerment, he was instrumental in finalizing the new privately managed defined contributory pension system (recently introduced by the Government of India).

Shri Anand Bordia conducted technical assistance programmes in European (Cyprus), Asian (Malaysia, Thailand, Bangladesh & Afghanistan) African (Kenya, Tanzania) and Latin American (Jamaica) countries for the World Bank, Asian Development Bank, Harvard Institute for International Development, World Customs Organization and UNDCP.

Shri Anand Bordia is also on the Board of Birla Corporation Limited, C&C Constructions Limited, Roto Pumps Limited and C&C Projects Limited. He is Chairman of Audit Committee of C&C Constructions Limited and Member of Audit Committee of Birla Corporation Limited and Roto Pumps Limited. He is also member of the Remuneration Committee of this Company.

Shri Anand Bordia does not hold any Share (either in his name or in the name of any other person on a beneficial basis) in the Company.

None of the Directors of the Company except the appointee himself may be deemed to be concerned or interested in the Resolution.

The Board commends the Resolution for your approval as Ordinary Resolution.

#### Item No. 10

**Shri Sachin Gaur**, aged about 38 years, B.Tech., has to his credit an experience of over 15 years in managing the planning and execution of different projects, including the 'Tehri Hydro Electric Project', 'Sardar Sarovar Project', 'Omkareshwar Hydro Electric Project' and 'Baglihar Hydro Electric Project'. He joined the Board of Directors of the Company as an Additional Director on 21st April, 2007. Shri Sachin Gaur was appointed as a Whole-time Director on 10th September, 2007, for a period of three years and was again re-appointed as Whole-time Director for a further period of three years with effect from 10th September, 2010. The remuneration of Shri Sachin Gaur was also revised and approved by the Shareholders at their Annual General Meeting held on 28th September, 2011.

Shri Sachin Gaur is also a Director of Jaypee Sports International Ltd., Anvi Hotels Pvt. Ltd., Jaypee Agra Vikas Ltd., Jaypee Healthcare Ltd and Jaypee Cement Hockey (India) Ltd.

Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, the Board of Directors in their meeting held on 27th April, 2013 has re-appointed Shri Sachin Gaur, Whole-time Director for a further period of three years from the date of expiry of his earlier term, i.e., w.e.f. 10th September, 2013 on the following remuneration, as approved by the Remuneration Committee :

#### I Salary

₹ 7,42,500/- per month in the Pay Scale of ₹ 300000-30000-450000-45000-675000-67500-1012500 with annual increment on 1st April every year starting from 1st April 2014.

#### II Perquisites and other benefits:

Besides the above salary, Shri Sachin Gaur shall be entitled to the perquisites which may include accommodation/HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half month's salary for each completed year of service and leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the annual salary.

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

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

He is also designated as Chief Financial Officer of the Company.

The Board considers that, his re-appointment is in the interest of the Company.

Shri. Sachin Gaur holds 21,000 Equity Shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

None of the Directors except the appointee himself may be deemed to be concerned or interested in the Resolution.

This Explanatory Statement together with the accompanying notice is, and may be treated as an abstract of terms of re-appointment and memorandum of interest in respect of appointment of Shri Sachin Gaur under Section 302 of the Companies Act, 1956.

The Board commends the Resolution for your approval as Ordinary Resolution.

#### Item No. 11

Smt. Rekha Dixit, aged about 54 years, is an M.A (English) from Delhi University. She has around 14 years experience in commercial and financial matters. She joined the Board of the Company as Director on 28th May, 2010 and was appointed as Whole-time Director w.e.f. 1st June, 2010, for a period of three years. i.e. upto 31st May, 2013 on the remuneration and terms & conditions as were approved by the Shareholders at their Annual General Meeting held on 21st September, 2010. The remuneration of Smt. Rekha Dixit was also revised and approved by the Shareholders at their Annual General Meeting held on 28th September, 2011.

Smt. Rekha Dixit is also a Director of Jaypee Sports International Ltd., Jaypee Development Corporation Ltd., Jaypee Jan Sewa Sansthan ('Not for Profit' Pvt. Ltd. Co.) and Jaypee Healthcare Ltd.

Keeping in view her contribution, experience and her leadership qualities supported by experience, the Board in its meeting held on 27th April, 2013 re-appointed Smt. Rekha Dixit as Whole-time Director for a further period of three years w.e.f. 1st June, 2013. The

remuneration, as approved by the Remuneration Committee, is as under :

**I Salary**

₹ 3,60,000 per month in the Pay Scale of ₹ 300000-30000-450000-45000-675000-67500-1012500 with annual increment on 1st April every year starting from 1st April 2014.

**II Perquisites and other benefits:**

Besides the above salary, Smt. Rekha Dixit shall be entitled to the perquisites which may include accommodation/ HRA, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, LTC, insurance premium, contribution to Provident Fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half month's salary for each completed year of service and leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the annual salary.

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

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

The Board considers that her re-appointment is in the interest of the Company.

Smt. Rekha Dixit holds 1000 Equity Shares in the Company in her own name and no share in the Company is held by her for any other person on a beneficial basis.

None of the Directors except appointee herself and Shri Manoj Gaur and Shri Sameer Gaur, being brothers of Smt. Rekha Dixit, may be deemed to be interested or concerned in her re-appointment.

This explanatory statement together with the accompanying notice is, and may be treated as an abstract of terms of re-appointment and memorandum of interest in respect of appointment of Smt. Rekha Dixit under Section 302 of the Companies Act, 1956.

The Board commends the Resolution for your approval as Ordinary Resolution.

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

**Place : New Delhi  
Date : 27th April, 2013  
Regd. Office : Sector-128,  
Noida - 201 304,  
U.P.**

**SANJAY KUMAR GUPTA  
Company Secretary**