

ANNUAL REPORT 2018-19



Panoramic View of Jaypee Wish Town, Noida (U.P.)



Jaypee Hospital, Sector-128, Noida, U.P.



Main Lobby at Jaypee Hospital, Sector-128, Noida, U.P.

BOARD OF DIRECTORS

Manoj Gaur, Chairman cum Managing Director

Sunil Kumar Sharma, Vice-Chairman

Sameer Gaur

Rekha Dixit

Rakesh Sharma

*B.K. Goswami

*S. Balasubramanian

*B.B. Tandon

*S.S. Gupta

*K.P. Rau

*S.L. Mohan

*Lalit Bhasin

*These independent Directors submitted their resignations on different dates, which were placed for approval of Committee of Creditors. However, the matter was deemed as rejected as requisite majority of votes could not be achieved at the meeting of Committee of Creditors.

BANKERS/LENDERS

Axis Bank Limited

Bank of Maharashtra

Corporation Bank

ICICI Bank Limited

IDBI Bank Limited

IFCI Limited

India Infrastructure Finance Company Limited

Life Insurance Corporation of India

State Bank of India

Syndicate Bank

SREI Equipment Finance Limited

The Jammu & Kashmir Bank Limited

Union Bank of India

RESOLUTION PROFESSIONAL/INTERIM RESOLUTION PROFESSIONAL

Anuj Jain

IP Registration No. IBBI/PA-001/IP-P00142/2017-18/10306

CHIEF FINANCIAL OFFICER

Pramod Kumar Aggarwal

COMPANY SECRETARY

Surender Kumar Mata

REGISTERED & CORPORATE OFFICE

CIN: L45203UP2007PLC033119

Sector-128, Distt. Gautam Buddh Nagar

Noida- 201304 (U.P.)

Tel. 91-120-4609000, 24708000

Fax: 91-120-4609464

Email ID: jpinfratech.investor@jalindia.co.in

Website: www.jaypeeinftratech.com

REGISTRAR & TRANSFER AGENT

Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad- 500032

Toll Free No. : 1800-345-4001 Fax: 040-23001153

STATUTORY AUDITORS

Dass Gupta & Associates

Chartered Accountants, New Delhi

COST AUDITORS

Jatin Sharma & Co.

Cost Accountants, New Delhi

SECRETARIAL AUDITORS

Sunita Mathur

Practicing Company Secretary, New Delhi

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NOTICE

NOTICE is hereby given that **12th Annual General Meeting** of the Members of Jaypee Infratech Limited (a Company under Corporate Insolvency Resolution Process) will be held on **Thursday, the 26th September, 2019 at 11.00 AM, 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, 2019, 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 Manoj Gaur (DIN:00008480)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Smt. Rekha Dixit (DIN: 00913685)**, who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

4. **Ratification of remuneration of the Cost Auditors for the Financial Year 2019-20:**

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, 2020, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Surender Kumar Mata

Company Secretary

M.No. : ACS 7762

Place : Noida

Dated : 21st August, 2019

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning business at Item No. 4 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/reappointment 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. 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.**
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
6. 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. Karvy Fintech Pvt. Ltd. in respect of their shares held in physical form.

If a member does not provide an updated email address, the Company shall not be in default for non-receipt of the Notice/ Annual Report by the member.

7. Members are requested to quote their Folio No./DP ID and Client ID in all their correspondences with the Company or the RTA.
8. 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.
9. 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.

10. 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 pending 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 Fintech Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.

11. IMPORTANT NOTE:-

SEBI has mandated that effective 1st April, 2019, 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/DOP1/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 Fintech Pvt. Ltd. Shareholders are also advised to ensure to promptly inform RTA-M/s. Karvy Fintech Private Limited or to the Company, if there is any change.

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.

12. 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.
13. 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 20th September, 2019 shall only be eligible to vote on the Resolutions mentioned in the Notice of Annual General Meeting.

14. 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.
15. 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.
16. 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 23rd August, 2019. 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.
17. 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 Manoj Gaur (DIN: 00008480), aged 55 years holds a Bachelor's Degree in Civil Engineering from Birla Institute of Technology and Sciences, Pilani. He has over 31 years of rich experience in all spheres of Corporate Management and financial matters. He is the Chairman cum Managing Director of the Company and has been associated with

various activities of the Jaypee Group including Engineering, Construction, Hydro Power, Cement, Real Estate, Information Technology, Hospitality and Education.

Shri Manoj Gaur is also the Chairman & CEO of Jaiprakash Associates Limited, the Holding Company and is also on the Board of Jaiprakash Power Ventures Limited, MP Jaypee Coal Limited, Prayagraj Power Generation Company Limited, Jaypee Cement Corporation Limited, Kanpur Fertilizers & Cement Limited, Jaypee Infra Ventures Private Limited, Jaypee Jan Sewa Sansthan (not-for-profit Private Limited Company), Jaypee Healthcare Limited, Bhilai Jaypee Cement Limited and Indesign Enterprises Private Limited.

Shri Manoj Gaur holds 45000 Equity Shares in the Company in his own name and 100 Equity Shares as nominee of Jaiprakash Associates Limited, Holding Company. Shri Manoj Gaur is related to Smt. Rekha Dixit and Shri Sameer Gaur, Directors.

Smt. Rekha Dixit (DIN:00913685), aged 61 years holds Masters' Degree in English from Delhi University. She has over 20 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.

She is also on the Boards of Dixit Holdings Pvt. Ltd., Jaypee Development Corporation Ltd., First Light Estates Pvt. Ltd., Jaypee Jan Sewa Sansthan and Jaypee Healthcare Ltd. She is also member of committees in three Companies.

Smt. Rekha Dixit holds 1000 Equity Shares in the Company in her own name. Smt. Rekha Dixit is related to Shri Manoj Gaur and Shri Sameer Gaur, Directors.

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Surender Kumar Mata

Company Secretary

M.No. : ACS 7762

Place : Noida

Dated : 21st August, 2019

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 Business mentioned at Item No 4 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, 2020.

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 Rs. 4,50,000 (Rupees Four Lakhs Fifty Thousand Only), payable to the Cost Auditors for conducting audit of the cost records of the Company for the Financial Year ending 31st March, 2020.

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 is recommended for approval of the members as an **Ordinary Resolution**.

For Jaypee Infratech Limited

(Company under Corporate Insolvency Resolution Process)

Surender Kumar Mata

Company Secretary

M.No. : ACS 7762

Place : Noida

Dated : 21st August, 2019

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 12th Annual General Meeting of the Company scheduled to be held on **Thursday, 26th September, 2019 at 11.00 A.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 Monday, 23 rd September, 2019
End of remote e-voting	5.00 P.M. on Wednesday, 25 th September, 2019

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, 20th September, 2019**.

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, 20th September, 2019**, 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 21st, August, 2019 for the 12th Annual General Meeting scheduled to be held on Thursday, 26th September, 2019.

I. The Procedure and instructions for remote e-voting at NSDL

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or

CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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).

- II. 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).
- III. The voting rights of members shall be as per the number of equity shares of the Company held by the member as on Friday, 20th September, 2019, being the cut-off date. Members are eligible to cast their vote electronically only if they are holding shares as on the said date.
- IV. 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, 20th September, 2019, 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.
- V. 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.
- VI. 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.
- VII. 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 prescribed 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.
- VIII. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed on the date of the 12th Annual General Meeting of the Company scheduled to be held on Thursday, 26th September, 2019. 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.
- IX. 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

REPORT TO THE SHAREHOLDERS

To,

The Members,

The 12th Annual Report of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2019 is hereby presented to the members of Company.

The Company is 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 28.01.2019 extended the CIRP for a period of 90 days beyond 180 days.

The CIRP as directed by Hon'ble Supreme Court of India came to an end on 06.05.2019. The Hon'ble NCLT, Allahabad, in an application filed by the IDBI Bank directed per its order dated 06.05.2019/21.05.2019 that CoC and IRP must be allowed to proceed further with the CIRP process in accordance with law and adjourned the matter for 29th July 2019.

As per terms of Section 20 of Insolvency Code, the management and operations of the Company are being managed by RP/IRP on a Going Concern Basis.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company (Standalone) for the financial year ended 31st March, 2019 is summarized below:-

(Rs. in Lacs)

	Particular	Current year ended 31.03.2019	Previous Year ended 31.03.2018
(A)	PROFITABILITY		
1	Gross Total Revenue	129279.39	(6225.16)
2	Total Expenses (except depreciation & finance costs)	101480.79	59637.35
3	Finance Costs	153099.20	111921.30
4	Depreciation & amortization	5081.80	4053.58
5	Total Expenses (2:4)	259661.79	175612.23

	Particular	Current year ended 31.03.2019	Previous Year ended 31.03.2018
6	Profit/(Loss) before Exceptional/Extra-ordinary item	(130382.40)	(181837.39)
7	Exceptional/Extra-ordinary items	-	-
8	Profit/(Loss) before Tax	(130382.40)	(181837.39)
9	Profit/(Loss) after Tax	(132568.67)	(181837.39)
10	Other Comprehensive Income	(4.22)	(34.40)
11	Total Comprehensive Income	(132572.89)	(181871.79)
(B)	ASSETS & LIABILITIES		
1	Non Current Assets	1062620.53	1065763.06
2	Current Assets	1369267.02	785188.77
3	Total Assets (1+2)	2431887.55	1850951.83
4	Equity Share Capital	138893.35	138893.35
5	Other Equity	(21738.10)	192328.11
6	Non Current Liabilities	681734.60	722136.95
7	Current Liabilities	1632997.70	797593.42
8	Total Equity & Liabilities (4+5+6+7)	2431887.55	1850951.83

2. RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Jaypee Infratech Limited (JIL) has developed Yamuna Expressway project which inter-alia includes 165 km six lane access controlled expressway from Noida to Agra with provision for expansion to eight lanes with service roads and associated structures. Yamuna Expressway was opened for the public on 9th August, 2012 and commenced toll collection w.e.f. 16th August, 2012.

The Average Annual Daily Traffic (AADT) for the year ended on 31st March, 2019 was 27,808 PCUs as compared to 26,140 PCUs for the previous year ended on 31st March, 2018, which is higher by 6.38% over the previous year.

The revenue from Toll Collection for the year ended 31st March, 2019 aggregated to Rs.345.70 crores as compared to Rs. 325.73 Crores for the previous year ended 31st March, 2018, which is higher by 6.13% over the previous year.

The Average Annual Daily Traffic (AADT) and Toll Revenue registered a Compound Annual Growth Rate (CAGR) of 19% and 24% respectively, since commencement of commercial operations on 16th August, 2012.

The Company has also undertaken development of its Land Parcel-1 at Noida, Land Parcel-3 at Mirzapur and Land Parcel-5 at Agra. Out of total 32799 nos. of residential units sold by the company, the company has provided Offer of Possession (OOPs) for 9962 nos. of residential units as off 31.03.2019; and Occupancy Certificate applied for in respect of 12380 Units.

3. INDIAN ACCOUNTING STANDARDS

As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Standalone and Consolidated Financial Statements of the Company for the Financial Year 2018-19 have been prepared as per Ind AS.

4. DIVIDEND

In view of ongoing CIRP, the matter was not considered.

5. TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves.

6. SHARE CAPITAL

During the year under report, there was no change in the Authorized and Paid-up Share Capital of the Company. As at 31st March, 2019 the Authorized Share Capital of the Company was Rs. 3000 Crores. The Paid-up Share Capital of the Company as on 31st March, 2019 was Rs. 1388,93,34,970 divided into 138,89,33,497 Equity Shares of Rs.10 each.

During the year under report, your Company has not issued any shares under any employee stock option schemes, sweat equity shares or any equity shares with differential rights, as to dividend, voting or otherwise. Further, the Company has not bought back its own securities, during the year under report.

7. NON-CONVERTIBLE DEBENTURES

As at 31st March, 2019, the Secured Redeemable Non-Convertible Debentures (NCDs) of the Company aggregates to Rs. 211.95 Crore. The said Debentures are listed on BSE Limited.

The Trustee for the said Debentures is M/s Axis Trustee Services Limited.

8. SUBSIDIARY COMPANY

As on 31st March, 2019, the Company has one subsidiary "Jaypee Healthcare Limited (JHCL)" which was incorporated on 30th October, 2012 as wholly owned subsidiary of the Company with a vision of promoting world-class healthcare by providing quality and affordable medical care with commitment. Jaypee Healthcare Limited has already established a 504 bed Super Speciality Hospital at Noida which is currently operational.

Financial Performance of the Subsidiary Company

The revenue for the financial year 2018-19 was Rs. 320.59 Crores which was higher by 18.96% over previous year. The Company's earnings before interest, taxes, Depreciation and amortization (EBIDTA) stood at a profit of Rs. 20.86 Crores as compared to the loss of Rs. 6.49 Crores in the previous year. The net loss after taxation and exceptional items was Rs. 76.44 Crores in the current financial year.

Jaypee Hospital, Noida established itself as a major Transplant Centre by performing 254 Transplants which includes 166 Kidney Transplants and 88 Liver Transplants. The Key specialties such as Cardiac, Orthopedics, Renal Sciences and Oncology contributed about 50% of the Company's total revenue in the Financial Year 2018-19.

During the period under review, Jaypee Hospital, Noida

conducted 606 health talks, RTM & camps and 24 Continuing Medical Education (CME) programmes across the country. The number of OPDs at Jaypee Hospital, Noida increased by 19% from 1,71,000 to 2,05,000. The International revenue increased by 22% from Rs 71 Crore to Rs 86 Crore over the previous Year.

During the year under review, Anoopshahr unit of JHCL became operational and IPD operations have been commenced from March, 2019.

The working results of the Company for the year under review are as under:

(Rs. in Lacs)

	Particular	Year ended 31.03.2019	Year ended 31.03.2018
(A)	PROFITABILITY		
1	Gross Total Revenue	32058.52	26948.04
2	Total Expenses	39705.78	37188.85
3	Exceptional/Extra-ordinary items	-	-
4	Profit / (Loss) before Tax	(7647.26)	(10240.81)
5	Profit/ (Loss) after Tax	(7647.26)	(10240.81)
6	Total Comprehensive Income	(7644.24)	(10229.27)
(B)	ASSETS & LIABILITIES		
1	Non Current Assets	89973.81	92185.98
2	Current Assets	6051.33	6740.15
3	Total Assets (1 + 2)	96025.14	98926.13
4	Equity Share Capital	42750.00	42750.00
5	Other Equity	(35605.70)	(27961.46)
6	Non Current Liabilities	52225.78	52549.76
7	Current Liabilities	36655.06	31587.83
8	Total Equity & Liabilities (4+5+6+7)	96025.14	98926.13

9. CONSOLIDATED FINANCIAL STATEMENTS

The Statement containing salient features of the financial statements of the subsidiary company, in the prescribed format AOC-1, has been annexed as **Annexure-I** to this Report in terms of Section 129 (3) of the Companies Act, 2013.

The Audited Financial Statements including the Consolidated Financial Statements of the Company with its subsidiary company and related information thereto alongwith the Standalone Audited Financial Statements of the subsidiary Company prepared in accordance with the Indian Accounting Standard (Ind AS – 110) on Consolidated Financial Statements is provided in this Annual Report and is also available on the website of the Company at www.jaypeeinftratech.com. These documents will be available for inspection during business hours at the Registered Office of the Company.

10. DIRECTORATE & KMPs

10.1 Changes in the Board / KMPs

The changes in the Board of Directors and Key Managerial