



ANNUAL REPORT 2020-21

JAYPEE
INFRA▲**TECH**

165 km expressway with 5 integrated townships
INDIAN MILESTONE IN INFRASTRUCTURE

JAYPEE INFRA TECH LIMITED



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 during financial year 2018-19, 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 (Merged with Union Bank of India)

ICICI Bank Limited

IDBI Bank Limited

IFCI Limited

India Infrastructure Finance Company Limited

Life Insurance Corporation of India

State Bank of India

Syndicate Bank (Merged with Canara Bank)

SREI Equipment Finance Limited

The Jammu & Kashmir Bank Limited

Union Bank of India

INTERIM RESOLUTION PROFESSIONAL

Anuj Jain

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

CHIEF FINANCIAL OFFICER

Pramod Kumar Aggarwal

(Resigned w.e.f. closing hours of 31.07.2020)

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

KFin Technologies Private Limited

Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad- 500032

Toll Free No. : 1800-309-4001

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

CONTENTS	PAGE NO.
Notice of Annual General Meeting	2
Report to the Shareholders	8
Corporate Governance Report	32
Declaration by the IRP on Compliance with Code of Conduct	45
Auditor's Certificate on Corporate Governance	46
Management's Discussion and Analysis Report	47
Financials	
Standalone Financial Statements	
Independent Auditors' Report	51
Balance Sheet	58
Statement of Profit and Loss	59
Cash Flow Statement	61
Notes to Financial Statements	63
Consolidated Financial Statements	
Independent Auditors' Report	95
Consolidated Balance Sheet	100
Consolidated Statement of Profit and Loss	101
Consolidated Cash Flow Statement	103
Notes to Consolidated Financial Statements	105

NOTICE

NOTICE is hereby given that **14th Annual General Meeting** of the Members of Jaypee Infratech Limited (a Company under Corporate Insolvency Resolution Process) will be held on **Friday, the 17th December, 2021 at 12.30 PM, by way of Video Conferencing (VC)/Other Audio Visual Means ("OAVM")** to transact the following businesses:

Ordinary Business:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2021, 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.

Special Business:

2. RATIFICATION OF PROPOSED REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2021-22:

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 (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the proposed 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, 2022, as set out in the Statement annexed to the Notice convening this Meeting, be and is hereby ratified."

By order of the Interim Resolution Professional
For Jaypee Infratech Limited

Surender Kumar Mata
Additional General Manager &
Company Secretary
M.No. : ACS 7762

Place : Noida

Dated : 19th November, 2021

Notes:

- 1. Relevant Statement pursuant to Section 102(1)** of the Companies Act, 2013, in respect of the Special Business at Item No. 2 to be transacted at the Annual General Meeting (AGM), is annexed hereto, which is considered unavoidable by the Interim Resolution Professional.
- 2. AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM)**

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated January 13, 2021, May 5, 2020, April 13 and April 8, 2020,

2020 (collectively referred to as "MCA Circulars") and SEBI circulars dated 15th January, 2021 and 12th May 2020 (SEBI Circulars) permitted the holding of the "AGM" through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue in the year 2021 (i.e. till 31st December, 2021). Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA/SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 14th AGM shall be registered office of the Company.

- 3. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**
- 4. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA/SEBI Circulars the Company is providing facility of remote e-voting and voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.**
- 5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum of 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.**
- 6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 11th day of December, 2021 to Friday, the 17th day of December, 2021 (both days inclusive).**
- 7. Corporate/Institutional Members** are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting by email to

jpinfra.tech.investor@jalindia.co.in with copy to scrutinizer at atyagi53@gmail.com

8. Despatch of Annual Report through electronic mode

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15th January, 2021 and 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL/ NSDL ("Depositories") as on 12.11.2021. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.jaypeeinfra.tech, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

9. Those Members holding shares in physical form, whose email addresses are not registered with the Company, may register their email address by sending, scanned copy of a signed request letter mentioning name, folio number and complete address, self attested scanned copy of the PAN Card; and self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, by email to jpinfra.tech.investor@jalindia.co.in. Members holding shares in demat form can update their email address with their Depository Participant.

10. **The attendance of the Members** attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Since the AGM will be held through VC/OAVM, the **Route Map** is not annexed in this Notice.

12. Procedure for inspection of documents:

The register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of Act, the register of contracts of arrangement in which the Directors are interested, maintained under section 189 of the Act, the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company and other documents referred to in the Notice, 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. to 1.00 P.M. up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to jpinfra.tech.investor@jalindia.co.in with the subject line "Jaypee Infra tech Limited 14th AGM". However the same will be available electronically for inspection by the members during the AGM after login.

13. Members are advised to refer to the section titled 'Investor' at the website of the Company www.jaypeeinfra.tech

14. (a) SEBI vide notification dated 8th June, 2018 has mandated that 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.

(b) Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings.

(c) SEBI had further mandated the submission of Permanent

Account Number (PAN) by every participant in the Securities Market vide circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20th April, 2018 and has advised that the shareholders holding shares in physical form and whose ledger folios do not have/ have incomplete details with regard to PAN and bank particulars, must compulsorily furnish the requisite details to the Company/Registrar and Transfer Agents (RTA). Accordingly members who are holding shares in physical form are requested to notify the change, if any, in their address or bank details to Company's RTA and always quote their folio number in all correspondence with the Company and RTA. In respect of holding shares in electronic form members are requested to notify any change in address or bank details to their respective Depository Participants.

15. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

Commencement of remote e-voting	14th December, 2021 9.00 a.m.
End of remote e-voting	16th December, 2021 5.00 p.m.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th December, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

17. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during FY 2020-21, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more for the Final Dividend 2012-13. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.jaypeeinfra.tech.com/jp%20infra.tech/Unclaimed%20Dividend/2020/share_11_2020.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(b) 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 Kfin Technologies Private Limited, Corporate Registry, Selenium Building Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, E-mail - einward.ris@kfin.tech for lodging claim for refund of shares and / or dividend from the IEPF Authority.

18. Members who would like to express their views/ask questions during the AGM have to register themselves as a speaker

and may send their request mentioning their name, demat account number/folio number, email id, mobile no. at email id jpinfra.tech.investor@jalindia.co.in in advance on or before 10th December, 2021 by 5.00 p.m. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

19. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at jpinfra.tech.investor@jalindia.co.in. These queries will be replied to by the company suitably by email or at the AGM.
20. Shri Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2698, CP No. 7322) has been appointed as Scrutinizer and Ms. Neha Jain, Practising Company Secretary (Membership No. ACS 30822, CP No. 14344) as Alternate Scrutinizer to Scrutinize the voting at the ensuing Annual General Meeting and remote e-voting process in a fair and transparent manner and the Scrutinizer and Alternate Scrutinizer have given their consent for appointment and will be available for the said purpose.

21. INSTRUCTIONS FOR SHAREHOLDERS

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

1. The voting period begins on Tuesday, 14th December, 2021 at 9.00 a.m. and ends on Thursday, 16th December, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 10th December, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. SEBI observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level; and there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitated registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, SEBI decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of above said SEBI circular dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
--	--

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on "Shareholders" module.
 - c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ➤ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the 'Jaypee Infratech Limited'.
10. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16. Additional facility for non-individual shareholders and custodians-for remote voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jpinfra.tech.investor@jalindia.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/MOBILE NUMBERS ARE NOT AVAILABLE WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA e-mail id.
2. For Demat Shareholders- Please update your e-mail id & Mobile no. with your respective Depository Participant(DP).
3. For Individual Demat Shareholders- Please update your email id & mobile no. with your respective Depository Participant(DP) which is mandatory while e-voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact 022-23058738 or 022- 23058542 or 022-23058543.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738/022-23058542/43.

STATEMENT OF MATERIAL FACTS

Following Statement, pursuant to the provisions of Section 102 of

the Companies Act, 2013, sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 2

As the members are aware, in terms of Section 148 of the Companies Act, 2013 and Rule 3A and Rule 4 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct Audit of the cost records of the Company.

M/s. Jatin Sharma & Co., Cost Accountants (Firm Registration No. 101845) have been appointed as the Cost Auditors of the Company for the Financial Year 2021-22 by the Interim Resolution Professional, on 12th August, 2021 and has fixed remuneration of Rs. 4,50,000/- (Rupees Four lakh fifty thousand only) exclusive of applicable Tax/GST and out-of-pocket expenses. In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the proposed remuneration of the Cost Auditors fixed by the Interim Resolution Professional/Board of Directors is required to be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The IRP commends the Resolution for approval of the members as an Ordinary Resolution.

By order of the Interim Resolution Professional
For **Jaypee Infratech Limited**

Surender Kumar Mata
Additional General Manager &
Company Secretary
M.No. : ACS 7762

Place : Noida
Dated : 19th November, 2021

REPORT TO THE SHAREHOLDERS

To,

The Members,

The Interim Resolution Professional (IRP) presents to the Members the 14th Annual Report of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2021, which includes the Report to the Shareholders.

Corporate Insolvency Resolution Process (CIRP)

Pursuant to the directive of Reserve Bank of India (RBI) dated 15th June, 2017 IDBI Bank Limited, the lead lender for consortium of lenders filed an application under section -7 of the Insolvency and Bankruptcy Code, 2016 read with Rule - 4 of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) at Hon'ble National Company Law Tribunal (NCLT) at Allahabad to initiate Insolvency Resolution Process against the Company.

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' (IMC) 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).

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 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 concluded on 8th October, 2020 and Hon'ble Supreme Court of India vide its order dated 24th March, 2021 directed to complete CIRP within 45 days from the date of the order while inviting fresh/modified resolution plans from Suraksha and NBCC only.

Pursuant to the directions of Hon'ble Supreme Court, the Interim Resolution Professional invited fresh/modified Resolution Plan from NBCC and Suraksha Realty Limited, which were put to vote by the CoC. The final Resolution Plan of Suraksha Realty Limited along with Lakshdeep Investments and Finance Private Limited ("Suraksha") was passed with 98.66% votes. The Interim Resolution Professional has filed the resolution plan of Suraksha as approved by Committee of Creditors with the Adjudicating Authority i.e. Hon'ble National Company Law Tribunal, Principal Bench, New Delhi on 07.07.2021 and the same is pending adjudication before Adjudicating Authority.

The Hon'ble Supreme Court has also allowed the time extension application of CoC to complete the CIRP.

Approval of the Financial Statements 2020-21 and the Report to the Shareholders

As the powers of the Board of Directors have been suspended, the financial statements have not been approved by the Board of Directors. However, the same has been reviewed and signed by IRP & signed by Company Secretary. The position of CFO had become vacant pursuant to resignation of former CFO since July 31, 2020.

The IRP, in view of having entrusted with the management of the affairs of the Company, is submitting this Report in compliance with the provisions of the Companies Act, 2013, the rules framed thereunder ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). This Report was discussed in a meeting held with the key management persons and thereafter approved by the IRP.