JAYPEE INFRATECH
165 km expressway with 5 integrated townships
INDIAN MILESTONE IN INFRASTURCTURE

Ref: JIL:SEC:2017

6th December, 2017

The Manager,
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: JPINFRATEC

BSE Limited
25th Floor, New Trading Ring, Rotunda Building, PJ Towers, Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 533207

Sub: Notice of 10th Annual General Meeting (AGM), Book Closure, Cut-off date, Remote E-voting Facility, Scrutinizers details etc.

Dear Sir,

We wish to inform you that the **10th Annual General Meeting (AGM)** of the members of the Company will be held on **Friday, 29th December, 2017 at 11.00 A.M. (IST)** at Jaypee Institute of Information Technology, Sector-128, Jaypee Wish Town, Village Sultanpur, Noida-201304, Uttar Pradesh, India. The Notice containing business to be transacted at the meeting is attached.

Further, in terms of Section 91 of the Companies Act, 2013 read with the Rules thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, 22nd December 2017 to Friday, 29th December, 2017 (both days inclusive)** for the purpose of the AGM.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged National Securities Depository Limited (NSDL) as the authorized agency to provide remote e-voting facility to its members in respect of all resolutions set forth.

The remote e-voting period shall commence on **Tuesday, 26th December, 2017 from 9.00 A.M. (IST) and will end on Thursday, 28th December, 2017 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL beyond the said date and time. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 22nd December 2017**, may cast their vote electronically. The voting rights of the members for remote e-voting and physical voting at the meeting shall be in proportion to their shareholding in the paid-up Equity share capital as on cut-off date i.e. **Friday, 22nd December 2017**.

Smt. Sunita Mathur and Shri Milan Malik have been appointed as Scrutinizer and Alternate Scrutinizer respectively for conducting remote e-voting and polling process at the Meeting in a fair and transparent manner.

You are requested to take on record the information in terms of applicable provisions of Listing Regulations.

Thanking You,

Yours faithfully
For **Jaypee Infratech Limited**

Mohinder Paul Kharbanda
Sr. General Manager (Sectl.) &
Company Secretary

JAYPEE GROUP
JAYPEE INFRATECH LIMITED
Regd. Office : Sector-128, Noida-201304, Uttar Pradesh (India)
Ph. : +91 (120) 4609000, 2470800, Fax : +91 (120) 4609464
E-mail : jpinfratech.investor@jalindia.co.in
Website : www.jaypeeinfratech.com **CIN :** L45203UP2007PLC033119

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NOTICE

NOTICE is hereby given that the **10th Annual General Meeting** of the Members of Jaypee Infratech Limited (Company under Corporate Insolvency Resolution Process) will be held on Friday, the 29th December, 2017 at 11.00 A.M. at **Jaypee Institute of Information Technology, Sector-128, Jaypee Wish Town, Village Sultanpur, Noida-201304, Uttar Pradesh, India,** to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2017 consisting of Balance Sheet, the Statement of Profit & Loss, Cash Flow Statement and notes and annexures thereto together with the Reports of the Auditors and of the Board 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.

4. To appoint a Director in place of **Shri Rakesh Sharma (DIN: 00009952)**, who retires by rotation and, being eligible, offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, **M/s Dass Gupta & Associates, Chartered Accountants (Firm Registration No. 000112N),** be and is hereby appointed as the Statutory Auditors of the Company, [in place of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N), the retiring Statutory Auditors, who are not eligible to be reappointed] to hold office from the conclusion of 10th Annual General Meeting to be held in the year 2017 till the conclusion of the 15th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment at every subsequent AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business:

6. **Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18:**

   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 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 Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the Financial Year ending 31st March, 2018, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. **Appointment of Shri Ram Bahadur Singh (DIN:00229692) as Director & Chief Financial Officer (CFO):**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Articles of Association of the Company, **Shri Ram Bahadur Singh (DIN: 00229692)**, who having been appointed by the Board of Directors as Additional Director w.e.f. 31st July, 2017, holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and is eligible for appointment and in respect of whom the Company has received notice from a member proposing his candidature for the office of Director under Section 160(1) of the Act, be and is hereby appointed as Director liable to retire by rotation and designated as Director & Chief Financial Officer of the Company."

   "**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **Appointment of Shri Sham Lal Mohan (DIN:00028126) as Independent Director:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or amendment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, **Shri Sham Lal Mohan (DIN: 00028126)**, who having been appointed by the Board of Directors as Additional Director (Independent) w.e.f. 23rd November, 2016, holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for such appointment and in respect of whom the Company has received notice from a member proposing his candidature for the office of Independent Director under section 160(1) of the Act, be and is hereby appointed as Non- Executive Independent

Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f. 23rd November, 2016 to 22nd November, 2021."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. **Appointment of Shri Keshav Prasad Rau (DIN: 02327446) as Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or amendment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, **Shri Keshav Prasad Rau (DIN: 02327446)**, who having been appointed by the Board of Directors as Additional Director (Independent) of the Company w.e.f. 31st July, 2017, holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for such appointment and in respect of whom the Company has received notice from a member proposing his candidature for the office of Independent Director under section 160(1) of the Act, be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years w.e.f. 31st July, 2017 to 30th July, 2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

10. **Appointment of Shri Shanti Sarup Gupta (DIN: 02284265) as Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or amendment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, **Shri Shanti Sarup Gupta (DIN: 02284265)**, who having been appointed by the Board of Directors as an Additional Director (Independent) of the Company w.e.f. 31st July, 2017, holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and who has submitted a declaration that he meets the criteria of independence provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for such appointment and in respect of whom the Company has received notice from a member proposing his candidature for the office of Independent Director under section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years w.e.f. 31st July, 2017 to 30th July, 2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

For Jaypee Infratech Limited
(Company under Corporate Insolvency Resolution Process)

ANUJ JAIN
IP Registration No. IBBI/IPA-001/
IP-200142/2017-18/10306
Resolution Professional

Place: Noida
Dated: 29th November, 2017

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning business at Item No. 6 to 10 of the Notice, is annexed hereto. The relevant details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of persons seeking appointment/ re-appointment as Director under Item Nos. 7, 8, 9 and 10 of the Notice 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 Slip mentioning therein details of their DP ID and Client ID / Folio No. A blank Attendance Slip for the Meeting is enclosed.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 22nd December, 2017 to Friday, 29th December, 2017** (both days inclusive) for the purpose of the Annual General Meeting.

6. Members are requested to immediately notify change of address, change in bank details, nominations, 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 Computershare Pvt. Ltd. in respect of their shares held in physical form.

7. Members may note that Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's RTA ie., Karvy Computershare Pvt. Ltd.

8. Members holding shares in physical form are requested to convert their shares from physical form to dematerialized form to avail the benefits of dematerialization which includes easy liquidity (since trading is permitted only in demat form), electronic transfer, savings in stamp duty, prevention of forgery etc.

9. Members holding shares in physical form, in identical order of names in more than one folio are requested to send to the Company or the RTA, details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

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

11. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names, as per the Register of Members of the Company will be entitled to vote.

12. 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.

13. **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 dividends have remained unclaimed/ unpaid for seven consecutive years or more, shall also be transferred to IEPF. The detailed dividend history and due dates for transfer to IEPF are available on 'Investors' page on the Company's website i.e., at **www.jaypeeinfratech.com.** Please also note that the Company has published advertisement in the newspapers and has also sent individual notices to such shareholders whose interim dividend for the Financial Year 2010-11 is still lying unclaimed. The list of such shareholders is available on Company's website at **www.jaypeeinfratech.com**. Please visit the website and claim your dividend before due date for transfer of dividend and respective shares to IEPF.

14. 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, during business hours up to the date of the Meeting.

15. 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).

16. 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.

17. Members desiring 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.

18. 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 22nd December, 2017. The Notice is also available on the Company's website **www. jaypeeinfratech.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 sending the soft copies of notices, annual report and other communication from the company.

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

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned from Item Nos. 6 to 10 of the accompanying Notice:

Item No. 6

The Board of Directors, in its Meeting held on 27th May, 2017, on recommendation of the Audit Committee, approved the appointment of M/s Jatin Sharma & Co., Cost Accountants (Firm Registration No. 101845), as Cost Auditors of the Company and their remuneration for conducting the audit of cost records of the Company for the Financial Year ending 31st March, 2018.

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, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of audit fees amounting to ₹ 4 Lakhs (Rupees Four Lakhs Only), payable to the Cost Auditors for conducting audit of the cost records of the Company for the Financial Year ending 31st March, 2018.

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 Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 7

Appointment of Shri Ram Bahadur Singh (DIN: 00229692) as Director & Chief Financial Officer:

The Board of Directors in its Meeting held on 31st July, 2017, on the recommendations of the Audit Committee and Nomination & Remuneration Committee of the Board, appointed Shri Ram Bahadur Singh as an Additional Director w.e.f. 31st July, 2017, in terms of the provisions of Section 152 and 160 of the Act and designated him as Director and Chief Financial Officer (CFO) of the Company i.e., Whole-time Key Managerial Personnel of the Company from the said date, in terms of Section 203 of the Act read with the Rules thereto, and he shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing from a member alongwith the deposit of requisite amount prescribed under Section 160(1) of the Act, proposing the candidature of Shri Ram Bahadur Singh for the office of Director of the Company.

Shri Ram Bahadur Singh is not disqualified from being appointed as Director, in terms of Section 164 of the Act and has given his consent to act as Director and CFO of the Company.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Ram Bahadur Singh as Director and CFO of the Company.

Save and except, Shri Ram Bahadur Singh and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is annexed to this Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 8

Appointment of Shri Sham Lal Mohan (DIN: 00028126) as Independent Director

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee and by passing a resolution by circulation on 22nd November, 2016, appointed Shri Sham Lal Mohan as an Additional Director (Independent) on the Board of the Company for a term of 5 (five) consecutive years w.e.f. 23rd November, 2016, in terms of the provisions of Section 149, 150, 152 and Schedule IV of the Act and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and he shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing from a member alongwith the deposit of requisite amount prescribed under Section 160(1) of the Act, proposing the candidature of Shri Sham Lal Mohan for the office of Independent Director of the Company.

Shri Sham Lal Mohan is not disqualified from being appointed as Director, in terms of Section 164 of the Act and has given his consent to act as Director of the Company. The Company has received declaration from Shri Sham Lal Mohan that he meets the criteria of independence, as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Shri Sham Lal Mohan fulfills the conditions for his appointment as Independent Director as specified under the Act and the Listing Regulations. Shri Sham Lal Mohan is independent of the management and possesses appropriate skills, experience and knowledge. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Sham Lal Mohan as an Independent Director of the Company. Copy of the letter of appointment of Shri Sham Lal Mohan as an Independent Director, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Save and except, Shri Sham Lal Mohan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is annexed to this Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 8 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 9

Appointment of Shri Keshav Prasad Rau (DIN: 02327446) as Independent Director

The Board of Directors in its Meeting held on 31st July, 2017, on the recommendation of the Nomination & Remuneration Committee, appointed Shri Keshav Prasad Rau as an Additional Director (Independent) on the Board of the Company for a term of 3 (three)

consecutive years w.e.f. 31st July, 2017, in terms of the provisions of Section 149, 150, 152 and Schedule IV of the Act and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and he shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing from a member alongwith the deposit of the requisite amount prescribed under Section 160(1) of the Act, proposing the candidature of Shri Keshav Prasad Rau for the office of Independent Director of the Company.

Shri Keshav Prasad Rau is not disqualified from being appointed as Director, in terms of Section 164 of the Act and has given his consent to act as Director of the Company. The Company has received declaration from Shri Keshav Prasad Rau that he meets the criteria of independence, as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Shri Keshav Prasad Rau fulfills the conditions for his appointment as Independent Director as specified under the Act and the Listing Regulations. Shri Keshav Prasad Rau is independent of the management and possesses appropriate skills, experience and knowledge. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Keshav Prasad Rau as an Independent Director of the Company. Copy of the letter of appointment of Shri Keshav Prasad Rau as an Independent Director, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Save and except, Shri Keshav Prasad Rau and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is annexed to this Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 9 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 10

Appointment of Shri Shanti Sarup Gupta (DIN: 02284265) as an Independent Director

The Board of Directors in its Meeting held on 31st July, 2017, on the recommendation of the Nomination & Remuneration Committee, appointed Shri Shanti Sarup Gupta as an Additional Director (Independent) on the Board of the Company for a term of 3 (three) consecutive years w.e.f. 31st July, 2017, in terms of the provisions of Section 149, 150, 152 and Schedule IV of the Act and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), and he shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing from a member alongwith the deposit of the requisite amount prescribed under Section 160(1) of the Act, proposing the candidature of Shri Shanti Sarup Gupta for the office of Independent Director of the Company.

Shri Shanti Sarup Gupta is not disqualified from being appointed as Director, in terms of Section 164 of the Act and has given his consent to act as Director of the Company. The Company has received declaration from Shri Shanti Sarup Gupta that he meets the criteria of independence, as prescribed under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Shri Shanti Sarup Gupta fulfills the conditions for his appointment as Independent Director as specified under the Act and the Listing Regulations. Shri Shanti Sarup Gupta is independent of the management and possesses appropriate skills, experience and knowledge. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Shanti Sarup Gupta as an Independent Director of the Company. Copy of the letter of appointment of Shri Shanti Sarup Gupta as an Independent Director, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Save and except, Shri Shanti Sarup Gupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is annexed to this Notice as **Annexure A**.

The Board recommends the Resolution set forth at Item No. 10 of the Notice for approval of the members as an **Ordinary Resolution**.

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ANNEXURE- A

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) in respect of Directors seeking re-appointment at Item Nos. 2 – 4 of the Notice and in respect of Directors seeking appointment at Item Nos. 7- 10.

Name of Directors (Shri/ Smt.)	**Shri. Manoj Gaur**	**Shri. Rakesh Sharma**	**Smt. Rekha Dixit**
	At Item No. 2	At Item No. 3	At Item No. 4
Age (In Years)	52	57	58
Qualification(s)	B.E. (Civil)	B.E. (Civil)	M.A. (English)
Experience (In Years)	29	35	18
Expertise in Specific Functional area	Corporate Management & Finance	Administration and Management of civil work; planning and development of manpower and equipment resources	Commercial and Financial matters; Procurement and Material Management
Terms & Conditions of appointment	He shall continue to be on the same terms and conditions, as approved by the shareholders at the time of appointment at the 9th AGM of the Company	He shall continue to be on the same terms and conditions, as approved by the shareholders at the time of appointment at the 8th AGM of the Company	She shall continue to be on the same terms and conditions, as approved by the shareholders at the time of appointment at the 9th AGM of the Company
Remuneration Last Drawn	Not Applicable	Basic Salary of ₹ 11,47,500 in pay Scale of ₹ 300000-30000-450000-45000-675000-67500-1282500, plus perquisites equal to the Basic Salary expect P. F., Gratuity and encashment of leave	Basic Salary of ₹ 4,50,000 in pay Scale of ₹ 300000-30000-450000-45000-675000-67500-1417500, plus perquisites equal to the Basic Salary expect P. F., Gratuity and encashment of leave
Date of first appointment on the Board	05.04.2007	01.04.2012	28.05.2010
Relation with Directors/ Key Managerial Personnel	Relative (Brother) of Smt. Rekha Dixit, Director & Shri Sameer Gaur, Director	Not Related	Relative (Sister) of Shri Manoj Gaur, Chairman cum Managing Director & Shri Sameer Gaur, Director
Number of Board Meetings attended during FY 2016-17	3	1	3
Other Directorships held as on 31.03.2017	a. Jaiprakash Associates Ltd. (Listed) b. Jaiprakash Power Ventures Ltd. (Listed) c. MP Jaypee Coal Ltd. d. Prayagraj Power Generation Company Ltd. e. Jaypee Cement Corporation Ltd. f. Kanpur Fertilizers & Cement Ltd. g. Jaypee Infra Ventures (A Private Company with Unlimited Liability) h. Jaypee Jan Sewa Sansthan (not-for profit Private Limited Company) i. Jaypee Healthcare Ltd. j. Indesign Enterprises Private Limited	a. MP Jaypee Coal Ltd., b. Prayagraj Power Generation Company Ltd. c. Sangam Power Generation Company Ltd. d. Jaypee Technical Consultants Private Ltd e. OHM Products Private Ltd. f. Tiger Hills Holiday Resort Private Ltd.	a. Jaypee Healthcare Ltd. b. Jaypee Development Corporation Ltd. c. Jaypee Jan Sewa Sansthan (not-for profit Private Limited Company) d. Dixit Holdings Private Ltd. e. I-Value Advisors Private Ltd.

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Name of Directors (Shri/ Smt.)	Shri. Manoj Gaur	Shri. Rakesh Sharma	Smt. Rekha Dixit
Chairmanship/ Membership of the Committee of the Board of other Companies as on 31.03.2017	Nil	**Prayagraj Power Generation Company Ltd.** Corporate Social Responsibility Committee - Member	**Jaypee Healthcare Ltd.** Audit Committee – Member Nomination and Remuneration Committee - Member Finance Committee – Member **Jaypee Development Corporation Ltd.** Corporate Social Responsibility Committee - Member
Number of Equity Shares held in the Company as on 31.03.2017	45000	8000	1000

Name of Directors (Shri/Smt.)	Shri. Ram Bahadur Singh	Shri. Sham Lal Mohan	Shri. Keshav Prasad Rau	Shri. Shanti Sarup Gupta
	Item No. 7	Item No. 8	Item No. 9	Item No. 10
Age (In Years)	67	72	69	74
Qualification(s)	Fellow Member of the Institute of Chartered Accountants of India	Bachelors' degree in Engineering (Mechanical) and AIII (General) from the Insurance Institute of India, Mumbai.	Masters' degree in Economics	B.E (Electrical), MBA (Finance) and Ph.D. in Management
Experience (In Years)	45	More than 30 years in the Insurance and Regulatory Sector	44	42
Expertise in Specific Functional area	Finance, Accounts, Cost Control, Internal Audit and Commercial Functions	Insurance and Regulatory matters	Banking and Finance	Legal and Regulatory matters
Terms & Conditions of appointment		As contained in letter of appointment	As contained in letter of appointment	As contained in letter of appointment
Remuneration Last Drawn	N.A	N.A	N.A	N.A
Date of first appointment on the Board	31.07.2017	23.11.2016	31.07.2017	31.07.2017
Relation with Directors/ Key Managerial Personnel	Not Related	Not Related	Not Related	Not Related
Number of Board Meetings attended during FY 2016-17	N.A	2	N.A	N.A
Other Directorships held as on 31.03.2017	a. MP Jaypee Coal Ltd., b. Andhra Cement Ltd. c. Jaypee Cement Corporation Ltd. d. Bhilai Jaypee Cement Ltd. e. SHEL Investments Consultancy Private Ltd. f. Sunil Hitech Energy Private Ltd.	a. Religare Health Insurance Company Ltd. b. Arcotech Ltd. c. Jaiprakash Power Ventures Ltd. d. Himalyan Expressway Ltd. e. Jaypee Healthcare Ltd. f. Jaypee Fertilizers & Industries Ltd.	a. Jaiprakash Associates Ltd. b. Jaiprakash Power Ventures Ltd.	a. Jaiprakash Power Ventures Limited

Name of Directors (Shri/Smt.)	Shri. Ram Bahadur Singh	Shri. Sham Lal Mohan	Shri. Keshav Prasad Rau	Shri. Shanti Sarup Gupta
Chairmanship/ Membership of the Committee of the Board of other Companies as on 31.03.2017	a. **Bhilai Jaypee Cement Ltd.** Corporate Social Responsibility Committee, Member Nomination and Remuneration Committee, Member Finance Committee, Chairman Allotment & Share Transfer Committee, Member b. **Jaypee Cement Corporation Ltd.** Corporate Social Responsibility Committee, Member Nomination and Remuneration Committee, Member Audit Committee, Member Finance Committee, Chairman c. **Andhra Cement Ltd.** Audit Committee, Member	a. **Religare Health Insurance Company Ltd.** Risk Management Committee, Member Audit Committee, Member Nomination and Remuneration Committee, Member b. **Arcotech Ltd.** Nomination and Remuneration Committee, Member Risk Management Committee, Member c. **Himalyan Expressway Ltd.** Audit Committee, Chairman Nomination and Remuneration Committee, Member d. **Jaypee Fertilizers and Industries Ltd.** Nomination and Remuneration Committee, Chairman Audit Committee, Member Corporate Social Responsibility, Member e. **Jaypee Healthcare Ltd.** Audit Committee, Member Nomination and Remuneration Committee, Member	**Jaiprakash Associates Ltd.** Audit Committee, Member	**Jaiprakash Power Ventures Limited** Nomination and Remuneration Committee, Chairman
Number of Shares held in the Company as on 31.03.2017	7000	Nil	Nil	Nil

For Jaypee Infratech Limited
(Company under Corporate Insolvency Resolution Process)

ANUJ JAIN
IP Registration No. IBBI/IPA-001/IP-200142/2017-18/10306
Resolution Professional

Place: Noida
Dated: 29th November, 2017

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ADDENDUM

Jaypee Infratech Limited (JIL) is undergoing Corporate Insolvency Resolution Process (CIR Process) under the provisions of the Insolvency and Bankruptcy Code 2016 (Code) in terms of order dated August 9, 2017 passed by Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT). Pursuant to the initiation of CIR Process, vide aforesaid order, the adjudicating authority of the Bench appointed Mr. Anuj Jain, as Interim Resolution Professional (IRP) to carry the functions as mentioned under the Code. Since then, JIL's affairs, business and assets are being managed by the IRP.

After inviting the claims from the Creditors under the Code, IRP formed the Committee of Creditors (CoC). The first meeting of CoC was earlier scheduled on September 08, 2017. However, vide order dated September 04, 2017 passed by the Hon'ble Supreme Court at the behest of some of the home buyers, the CIR Process in respect of JIL was stayed. As a result the CoC meeting was cancelled. Subsequently, the Hon'ble Supreme Court of India vide order dated September 11, 2017 directed the IRP to take over the Management of the Company and to formulate and submit an Interim Resolution Plan within 45 days. Hon'ble Supreme Court also appointed the representatives to participate in the meetings of CoC to espouse the cause of home buyers and protect their interest. Additionally, Hon'ble NCLT, has directed Insolvency & Bankruptcy Board of India (IBBI) and Ministry of Corporate Affairs (MCA) to nominate representatives to protect the cause of fixed deposit holders. Thereupon, the first meeting of CoC was convened on September 19, 2017 and subsequently CoC meetings were convened on November 10, 2017 and November 28, 2017. In its first meeting, the CoC, inter alia, approved the appointment of Mr. Anuj Jain, the IRP as Resolution Professional (RP). The CoC meetings are being attended by the members of the Committee of Creditors, the representatives of Hon'ble Supreme, Court, IBBI, MCA and the directors of suspended board of JIL.

The RP subsequently published an advertisement on October 27,-2017 inviting Expressions of Interest from the interested parties, to submit resolution plan for resolution of JIL in accordance with the provisions of the Code. Consequent thereto, the RP has received Expressions of Interest from multiple Resolution Applicants. The preparations are underway to provide the requisite information to Resolution Applicants to enable them to submit the Resolution Plan to CoC, which upon their approval, will be submitted to Hon'ble NCLT for sanction.

The Code requires that the resolution plan be approved by CoC and submitted to Hon'ble NCLT within six months or within such extended period as may be granted by Hon'ble NCLT which, in any case, will not exceed three months.

In terms of Clause 1.2.5 of Secretarial Standards on General Meetings (SS-2), this is to inform that an application was moved by RP under Section 96 of the Companies Act, 2013 for grant of extension for holding AGM for 3 months on the grounds that he has to achieve a number of milestones in a time-bound manner. Pursuant to such application, the Registrar of Companies, Kanpur, vide its order dated September 11,-2017 has granted the requested extension of 3 months. Accordingly, the RP has, on November 10, 2017, instructed the Company Secretary to convene the 10th Annual General Meeting on Friday, 29th December, 2017 and issue the Notice of AGM in terms of the resolutions passed by the Board of Directors prior to commencement of CIR Process. The annual general meeting is being held within the extended time period.

For Jaypee Infratech Limited
(Company under Corporate Insolvency Resolution Process)

Anuj Jain
IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306
Resolution Professional

Date : 29th November, 2017