

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

U85191UP2012PLC053358

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCJ9811D

(ii) (a) Name of the company

JAYPEE HEALTHCARE LIMITED

(b) Registered office address

SECTOR 128  
NOIDA  
Uttar Pradesh  
201304  
India

(c) \*e-mail ID of the company

payal.guglani@jalindia.co.in

(d) \*Telephone number with STD code

01204122222

(e) Website

(iii) Date of Incorporation

30/10/2012

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

(v) Whether company is having share capital

Yes  No

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

Yes  No

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX  
JHANDEWALAN EXTENSION

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Q	Hospital and Medical Care	Q1	Hospital activities	100

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JAYPEE INFRA TECH LIMITED	L45203UP2007PLC033119	Associate	36.35

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

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	600,000,000	427,500,000	427,500,000	427,500,000
Total amount of equity shares (in Rupees)	6,000,000,000	4,275,000,000	4,275,000,000	4,275,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	600,000,000	427,500,000	427,500,000	427,500,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,000,000,000	4,275,000,000	4,275,000,000	4,275,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	98,000,000	329,500,000	427,500,000	4,275,000,000	4,275,000,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
NIL						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
<b>At the end of the year</b>	98,000,000	329,500,000	427500000	4,275,000,0	4,275,000,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

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

Date of the previous annual general meeting	26/09/2022		
Date of registration of transfer (Date Month Year)	10/03/2023		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	272,109,231	Amount per Share/ Debenture/Unit (in Rs.)	2,721,092,310
Ledger Folio of Transferor	IN300118/11603378		
Transferor's Name	LIMITED	INFRATECH	JAYPEE
	Surname	middle name	first name
Ledger Folio of Transferee	IN300095/10778445		

Transferee's Name	Limited	India	Vistra ITCL
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer  1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred  Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

3,560,487,929.68

(ii) Net worth of the Company

-3,368,792,767

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	600	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	155,390,169	36.35	0	
10.	Others	0	0	0	
	<b>Total</b>	155,390,769	36.35	0	0

Total number of shareholders (promoters)

7

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	272,109,231	63.65	0	
10.	Others	0	0	0	



	<b>Total</b>	272,109,231	63.65	0	0
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Total number of shareholders (other than promoters)

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

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

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	1
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	3	0	3	0	0
<b>B. Non-Promoter</b>	0	1	1	4	0	0
(i) Non-Independent	0	1	1	1	0	0
(ii) Independent	0	0	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	0	4	1	7	0	0

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANOJ GAUR	00008480	Director	100	
SUNIL KUMAR SHARMA	00008125	Director	100	
REKHA DIXIT	00913685	Director	100	
GYAN PRAKASH GAUR	00918895	Director	0	
NARINDER KUMAR GILL	08543115	Additional director	0	
MANOJ LUTHRA	09750662	Whole-time director	0	
YAJULU VPS MEDURY	01752495	Additional director	0	
SATISH CHARAN KUMAR	00616104	Additional director	0	
MANOJ LUTHRA	AAIPL2064K	CEO	0	
SURESH KUMAR THAKUR	AACPT8771H	CFO	0	
PAYAL GUGLANI	BSXPP5963M	Company Secretary	0	

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

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MANOJ LUTHRA	09750662	Additional director	01/10/2022	Appointment
MANOJ LUTHRA	09750662	Whole-time director	01/10/2022	Appointment
NARINDER KUMAR GILL	08543115	Additional director	26/09/2022	Appointment
YAJULU VPS MEDURY	01752495	Additional director	26/09/2022	Appointment
SATISH CHARAN KUMAR	00616104	Additional director	07/11/2022	Appointment
MANOJ LUTHRA	AAIPL2064K	CEO	01/10/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	26/09/2022	7	5	100
EXTRA-ORDINARY GENEI	27/03/2023	8	3	0

#### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	4	4	100
2	05/08/2022	4	4	100
3	26/09/2022	6	5	83.33
4	07/11/2022	8	6	75
5	11/02/2023	8	6	75

#### C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2022	3	3	100
2	Audit Committee	05/08/2022	3	3	100
3	Audit Committee	07/11/2022	3	3	100
4	Audit Committee	11/02/2023	4	4	100
5	Nomination an	24/05/2022	3	3	100
6	Nomination an	26/09/2022	3	3	100
7	Nomination an	07/11/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MANOJ GAUF	5	3	60	0	0	0	Yes
2	SUNIL KUMAR	5	5	100	7	7	100	Yes
3	REKHA DIXIT	5	5	100	7	7	100	Yes
4	GYAN PRAKASH	5	5	100	7	7	100	No
5	NARINDER K	3	3	100	0	0	0	Yes
6	MANOJ LUTHRA	2	1	50	0	0	0	Yes
7	YAJULU VPS	2	2	100	1	1	100	No
8	SATISH CHAUDHARY	1	1	100	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOJ LUTHRA	Whole-time Dire	4,104,000	0	0	0	4,104,000
	Total		4,104,000	0	0	0	4,104,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SURESH KUMAR T	CFO	3,300,000	0	0	0	3,300,000
2	PAYAL GUGLANI	COMPANY SEC	751,936	0	0	0	751,936
	Total		4,051,936	0	0	0	4,051,936

Number of other directors whose remuneration details to be entered

0

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

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

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

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

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

Name

ANJALI YADAV & ASSOCIATES

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7257

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

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

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

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

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

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

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

**List of attachments**

<b>Attach</b>	List of shareholders JHCL.pdf
<b>Attach</b>	MGT-8.pdf
<b>Attach</b>	Clarification on Point No III VI and IXA.pdf
<b>Attach</b>	

**Remove attachment**

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



**Anjali Yadav & Associates**  
**COMPANY SECRETARIES**

Registered Address

B-6/32, Sector-15, Rohini, New Delhi-110085

Website: [www.csanjali.com](http://www.csanjali.com)

Fixed Line: 011-47067659

E Mail: [Anjaliyadav.associates@gmail.com](mailto:Anjaliyadav.associates@gmail.com)

[Anjaliyadavpcs@gmail.com](mailto:Anjaliyadavpcs@gmail.com)

**Form No. MGT-8**

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

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **Jaypee Healthcare Limited ("the Company")** as required to be maintained under the Companies Act, 2013 ("**the Act**") and the Rules made there under for the financial year ended on 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

**1. Its status under the Act**

The Company has adhered to the provisions of the applicable laws to maintain active status as a Public Limited Company (with CIN: U85191UP2012PLC053358) under the Act.

**2. Maintenance of registers/records & making entries therein within the time prescribed therefore**

The Company has maintained the required registers/records in compliance with the relevant provisions of the Act and made entries therein within the time prescribed thereof.

**3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time**

During the financial year 2022-23, the Company has filed the forms and Returns with the Registrar of Companies within the time limit as prescribed under the Act and those forms, if any, which are beyond the prescribed time have been filed with applicable additional fees.

Further, as per the information and explanation given to us the Company was not required to file any forms and returns with the Regional Director, Central Government, the Tribunal, Court or any other authority during the year.



- 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed**

During the financial year 2022-23, the Company had called, convened and held the meetings of the Board of Directors, its committees namely Audit Committee, Nomination and Remuneration Committee and of members within the prescribed time as stated in the annual return in respect of which adequate and proper notices were given and the proceedings thereof have been properly recorded in the Minutes Book(s) and Registers maintained for the purpose and the same have been duly signed.

No resolutions were passed by Circulation or by Postal Ballot.

- 5. Closure of Register of Members / Security holders, as the case may be**

The Company was not required to close its Register of Members/Security holders during the Financial Year 2022-23.

- 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act**

As per the Audited Financial Statements for FY 2022-23, the Company has not given any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act except advances in the ordinary course of business.

- 7. Contracts/arrangements with related parties as specified in section 188 of the Act**

During the Financial Year 2022-23, the Company has entered into related party transactions and detailed disclosure of transactions with related party is given in notes to the accounts forming part of the financial statements.

- 8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances**

There was no issue, allotment or buy back of securities / redemption of preference shares/ debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in any instances.

As per information and explanation given to us, records of shares transfer/transmission, if any, are being maintained by Alankit Assignments Limited, the Registrar and Transfer Agent of the Company.

- 9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act**

As per information and explanation given to me, the Company has not kept in abeyance the rights to dividend, rights shares and bonus shares, pending registration of transfer of shares of Shareholders of the Company during the financial year 2022-23.

**10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act**

During the financial year 2022-23, the Company has not declared /paid any dividend and no amount of unpaid/ unclaimed dividend/other amount was required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

**11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof**

The Audited Financial Statements and the Boards' Report for the Financial Year 2022-23 have been duly signed as per the requirements of Section 134 of the Act.

Further, the Board's Report contains all the details required under sub-clauses (3), (4) and (5) of Section 134 of the Act.

**12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them**

The Board of Directors was duly constituted in accordance with the provisions of the Act. Further, the changes in the directors and key managerial personnel that took place during the period under review were carried out in compliance with the provisions of the Act. Further remuneration was paid to Directors and Key Managerial Personnel as per the provisions of the Act. Proper disclosures have been received from them.

Further, no casual vacancies have occurred during the financial year 2022-23.

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

The Statutory Auditor was appointed by the shareholders of the Company at the 7<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> August, 2020 for a period of five (5) years i.e. till the conclusion of the 12<sup>th</sup> Annual General Meeting of the shareholders to be held in the year 2025. Further, no re-appointment or filling up casual vacancies of auditors took place during the year under review.

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

No approval was required to be taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the financial year 2022-23.

**15. Acceptance/ renewal/ repayment of deposits**

As per the information and explanation given to us, the Company has not accepted or renewed or repaid any deposit during the financial year under review under the provisions of Section 73 to 76 of the Act.

**16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;**

The Company has not borrowed any money from its directors, members, public financial institutions, banks and others during the year under review.

Yes Bank Ltd. had issued a "Loan Recall Notice" to the Company vide letter dated November 8, 2019. Subsequently, Yes Bank Ltd. also filed an Application under Section 7 of IBC before NCLT, Allahabad Bench against the Company for repayment of the outstanding loan amount. Matter was taken up and arguments at length of both the Parties were heard from January 6, 2022 to January 17, 2022. Thereafter, matter was reserved for Orders.

NCLT (Allahabad Bench) has vide Order dated June 27, 2022 held that the proceedings in the matter be kept in abeyance till the Order on the Resolution Plan in respect of Jaypee Infratech Limited (JIL), the Holding Company, is passed by the Hon'ble Principal Bench. Based on the same, further course of action will be embarked upon in the present Application. However, the Company was directed to ensure timely payment of the loan installments as per the available sources with it and work out a suitable plan to extinguish its liabilities, failing which, Yes Bank was given liberty to take any action as per law with respect to enforcement of any collateral security included in the loan agreements.

In the interim, Yes Bank had also approached NCLAT, Principal Bench, New Delhi which was first listed on July 28, 2022. On the said date, NCLAT issued Notice to the Company and directed to file its reply-affidavit within 2 weeks. Yes Bank was directed to file its rejoinder, if any, within 2 weeks thereafter. The Company's reply was duly filed before NCLAT on August 12, 2022. Yes Bank also filed its rejoinder on August 30, 2022. The Appeal was listed on September 7, 2022 wherein the Company's counsel argued that the Company and the CIRP of JIL are intertwined and that the Ld. Adjudicating Authority was right in keeping the Application filed by Yes Bank, in abeyance. This was vehemently opposed by Yes Bank's counsel.

Yes Bank's arguments were concluded in the hearings held on October 20, 2022 and November 2, 2022. On December 19, 2022, Company's counsel presented that Order in JIL's matter is reserved and the same will have a bearing on Company's matter (JIL being 100% holding Company) and Bank of Baroda (Company's Lender) has already filed its objections in Company's matter.

However, the same was opposed by Yes Bank's counsel. On January 23, 2023, the bench was apprised about the assignment of loan by Yes Bank to J.C. Flowers Asset Reconstruction Private Limited ("J.C. Flowers"). At that juncture, it was remarked by the court that the Appeal is not maintainable in the present form. Accordingly, the bench permitted the assignee to file the relevant application.

On February 22, 2023, Yes Bank's counsel sought permission for filing hard copy of application for substitution of party to J.C. Flowers in view of assignment of loan as procedural requirement. Though, the application was already filed by way of e-filing. The Bench granted permission to Yes Bank with liberty to the Company to file its reply by March 3, 2023. The Company has filed its reply to the application and the rejoinder to the reply was filed on behalf of Yes Bank on March 13, 2023. The matter was again taken up on March 14, 2023 wherein adjournment was sought by Yes Bank.

In the interim, matter was also taken up before NCLT, Allahabad on January 16, 2023. On the said date, Yes Bank mentioned that they have appealed against the Order passed by NCLT on June 27, 2022 before NCLAT and Counsel of Yes Bank has also submitted that Yes Bank will be filing an application for change in memo of parties in view of assignment of debt to J.C. Flowers Asset Reconstruction Private Limited. On March 14, 2023, Yes Bank submitted that on account of assignment of loan, an application for substitution of party i.e., J.C. Flowers Asset Reconstruction Private Limited will be filed by them. Thereafter, the Matter was fixed for April 24, 2023.

**17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act**

During the financial year, no loans were given or investments made or guarantees given and securities provided as per Section 186 of the Companies Act, 2013.

**18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company**

The Company has not altered the provisions of Memorandum of Association and/ or Articles of Association during the financial year 2022-23.

**For Anjali Yadav & Associates**

**Company Secretaries**

**ANJALI YADAV** Digitally signed by ANJALI  
YADAV  
Date: 2023.11.09 13:21:58  
+05'30'

**Anjali Yadav**

**Proprietor**

**FCS No.: 6628**

**C P No.:7257**

**UDIN: F006628E001763460**

**PR Unique Code: S2006DE715800**

**PR Certificate No.: 629/2019**

**Place: New Delhi**

**Date: 09<sup>th</sup> November, 2023**

**JAYPEE HEALTHCARE LIMITED**

**LIST OF SHAREHOLDERS AS ON 31.03.2023**

Sl. No.	Name	No. of Shares held (Rs. 10/- each)	Value of Shares (Rs.)
1.	M/s Jaypee Infratech Limited (JIL)	15,53,90,169	155,39,01,690
2.	Vistra ITCL (India) Limited	27,21,09,231	272,10,92,310
2.	Shri Manoj Gaur	100*	1,000
3.	Shri Sunil Kumar Sharma	100*	1,000
4.	Smt. Rekha Dixit	100*	1,000
5.	Shri Sunny Gaur	100*	1,000
6.	Shri Suren Jain	100*	1,000
7.	Shri Sachin Gaur	100*	1,000
	<b>Total</b>	<b>42,75,00,000</b>	<b>427,50,00,000</b>

\* Beneficial Interest is in favor of Jaypee Infratech Limited.



**CLARIFICATIONS**

**1. Point No. III and VI**

Jaypee Infratech Limited (JIL) was holding 42,75,00,000 (100%) equity shares of Jaypee Healthcare Limited ("the Company") including 600 equity shares held by its nominees. Out of 42,75,00,000 shares held by JIL, it had pledged 27,21,09,231 shares in favour of lenders of the Company through their Security Trustee - Vistra ITCL (India) Limited (VISTRA).

Pursuant to the Share Pledge Agreement and the Security Trustee Agreement, the aforesaid pledged shares were invoked by the above Lenders through VISTRA on March 10, 2023 and the shares were transferred from the demat account of JIL to Vistra. Accordingly, JIL's shareholding in the Company has reduced from 100% to 36.35% and consequently, the Company has now become an Associate Company of JIL. Further, JIL and Jaiprakash Associates Limited (JAL) have ceased to be the Holding and Ultimate Holding Company respectively w.e.f 10.03.2023.

**2. Point No. IX. A.**

Extra-ordinary General Meeting held on 27.03.2023 was adjourned as the requisite quorum of 5 shareholders was not present.

