IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the placement document (the "**Placement Document**") following this page and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the Placement Document. In accessing the Placement Document, you have acknowledged and agreed to be bound by the following restrictions, terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. **You acknowledge that the Placement Document is intended for use by you only and you agree not to forward it to any other person, internal or external to your company, in whole or in part, or otherwise provide access via e-mail or otherwise to any other person.**

The Issue (as defined herein) and distribution of this Placement Document is being done in reliance on Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and Section 42 of the Companies Act, 2013.

NOTHING HEREIN CONSTITUTES AN OFFER OF SECURITIES FOR SALE INANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES. ACCORDINGLY, THE SECURITIES ARE BEING OFFERED AND SOLD ONLY, OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT.

THE PLACEMENT DOCUMENT MAY NOT BE DOWNLOADED, FORWARDED OR DISTRIBUTED, IN WHOLE OR IN PART, TO ANY OTHERPERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER AND, IN PARTICULAR, MAY NOT BE FORWARDED, IN WHOLE OR IN PART, TO ANY U.S. ADDRESS. ANY DOWNLOADING, FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

THE PLACEMENT DOCUMENT HAS NOT BEEN AND WILL NOT BE REGISTERED AS A PROSPECTUS WITH ANY REGISTRAR OF COMPANIES IN INDIA UNDER THE COMPANIES ACT, 2013.THIS PLACEMENT DOCUMENT IS EXCLUSIVE TO THE RECIPIENT AND DOES NOT CONSTITUTE AN OFFER TO THE GENERAL PUBLIC TO SUBSCRIBE TO THE SECURITIES DESCRIBED IN THE PLACEMENT DOCUMENT.THE PLACEMENT DOCUMENT HAS NOT BEEN AND WILL NOT BE REVIEWED OR APPROVED BY ANY REGULATORY AUTHORITY IN INDIA, INCLUDING THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE RESERVE BANK OF INDIA, ANY REGISTRAR OF COMPANIES IN INDIA OR ANY STOCK EXCHANGE IN INDIA. THE PLACEMENT DOCUMENT IS NOT AND SHOULD NOT BE CONSTRUED AS AN INVITATION, OFFER OR SALE OF ANY SECURITIES TO THE PUBLIC IN INDIA.

You have accessed the Placement Document on the basis that you have confirmed your representation to Jaiprakash Associates Limited (the "**Company**") and the Global Coordinators and Book Running Lead Managers (as defined herein) that (1) you are not resident in the United States as defined in Regulation S under the Securities Act and, to the extent you purchase the securities described in the Placement Document, you will be doing so pursuant to Regulation S under the Securities Act; (2) you are a "qualified institutional buyer" as defined under Regulation 2(1)(zd) in the SEBI Regulations and are not restricted from participating in the offering under the SEBI Regulations and other applicable laws, (3) you are not a resident in a country where delivery of the attached Placement Document by electronic transmission may not be lawfully made in accordance with the laws of the applicable jurisdiction, and(4) that you consent to delivery of the Placement Document by electronic transmission and any amendments and supplements thereto by electronic transmission. You are reminded that the Placement Document has been delivered to you on the basis that you are a person into whose possession the Placement Document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you are not authorized to deliver this Placement Document, electronically or otherwise, to any other person. The materials relating to the offering of securities referred to in the Placement Document do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. You have agreed that your name and contact details shall be submitted to the RoC and SEBI, as required by the Companies Act, 2013.

The attached Placement Document is being furnished in connection with an offering solely for the purpose of enabling a prospective investor to consider the purchase of the securities described therein. You are advised that the information in the attached Placement Document is not complete and may be changed at any time without notice.

If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

The Placement Document has been made available to you in electronic form. You are reminded that documents transmitted through this medium may be altered or changed during the process of transmission and consequently none of the Company, the Global Coordinators and Book Running Lead Managers (as defined herein) or any of its employees, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the Placement Document distributed to you in electronic format and the hard copy version. A hard copy version will be provided upon request.

The Placement Document is intended only for use by the addressee named herein and may contain legally privileged and/or confidential information. If you are not the intended recipient of the Placement Document, you are hereby notified that any dissemination, distribution or copying of the Placement Document is strictly prohibited. If you have received the Placement Document in error, please immediately notify the sender or the Company by reply email and destroy any printouts of it.

Neither the Company, the Global Coordinators and Book Running Lead Managers nor any of their respective affiliates, directors, officers, employees, agents, representatives or advisers accepts any liability whatsoever for any loss howsoever arising from any use of this e-mail or the attached Placement Document or their respective contents or otherwise arising in connection therewith.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature. If you receive the attached Placement Document by e-mail, you should not reply by e-mail to this message. Any reply e-mail communications will be ignored or rejected.

Placement Document
Not for Circulation
Serial Number [●]
Dated July 7, 2014

JAIPRAKASH ASSOCIATES LIMITED

(A public company incorporated with limited liability in the Republic of India under the Companies Act, 1956)

Jaiprakash Associates Limited (the "**Company**" or the "**Issuer**") is issuing up to 213,373,416 equity shares of face value of Rs. 2 each (the "**Equity Shares**") at a price of Rs. 70.27 per Equity Share, including a premium of Rs. 68.27 per Equity Share, aggregating up to Rs. 14,993.75 million (the "**Issue**").

THIS ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS IN RELIANCE UPON CHAPTER VIII OF THE SEBI REGULATIONS AND SECTION 42 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC, OR TO ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO QUALIFIED INSTITUTIONAL BUYERS ("QIBs"), AS DEFINED IN THE SEBI REGULATIONS. THIS PLACEMENT DOCUMENT WILL BE CIRULATED ONLY TO SUCH QIBS WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

Invitations, offers and sales of the Equity Shares shall only be made pursuant to the Preliminary Placement Document, the Application Form and the Confirmation of Allocation Note. For further information, see the section titled "Issue Procedure". The distribution of this Placement Document or the disclosure of its contents without the prior consent of the Company, to any person, other than QIBs and persons retained by QIBs to advise them with respect to their purchase of Equity Shares, is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions, and to make no copies of this Placement Document or any documents referred to in this Placement Document.

This Placement Document has not been reviewed by the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India (the "RBI"), the National Stock Exchange of India Limited (the "NSE"), the BSE Limited (the "BSE", and together with the NSE, the "Stock Exchanges") or any other regulatory or listing authority and is intended for use by QIBs only. This Placement Document has not been and will not be registered as a prospectus with the Registrar of Companies ("RoC") in India, and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Placement Document is meant solely for QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

Investments in equity shares involve a degree of risk, and prospective investors should not invest in this Issue unless they are prepared to take the risk of losing all or part of their investment. Prospective investors are advised to read the section titled "Risk Factors" carefully before taking an investment decision related to this Issue. Each prospective investor is advised to consult its advisors about the consequences of its investment in the Equity Shares being issued pursuant to this Placement Document.

The information on the Company's website or any website directly or indirectly linked to our website does not form part of this Placement Document and prospective investors should not rely on such information contained in, or available through, such websites for their investment in this Issue.

The Company's outstanding Equity Shares are listed on the Stock Exchanges (as defined hereinafter). Applications shall be made for the listing of the Equity Shares offered through this Placement Document on the Stock Exchanges. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to trading on the Stock Exchanges should not be taken as an indication of the merits of the Company or the Equity Shares.

YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

A copy of this Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter)) has been delivered to the Stock Exchanges. A copy of the Placement Document (which will include disclosures prescribed under Form PAS-4) will also be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the Registrar of Companies, Uttar Pradesh and Uttarakhand (the "**RoC**") and the Securities and Exchange Board of India ("**SEBI**") within the stipulated period as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014. This Placement Document has not been reviewed by SEBI, the Reserve Bank of India (the "**RBI**"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by the QIBs. This Placement Document has not been and will not be registered as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction. This Placement Document has been prepared by our Company solely for providing information in connection with the Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**"). For further information, see the sections titled "Transfer Restrictions and Purchaser Representations" and "Selling Restrictions".

This Placement Document is dated July 7, 2014.

GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS

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NOTICE TO INVESTORS

The Company accepts full responsibility for the information contained in this Placement Document and to the best of its knowledge and belief, having made all reasonable enquiries, confirms that this Placement Document contains all information with respect to the Company and its subsidiaries and joint venture subsidiaries (collectively, the "**Group**") and the Equity Shares which is material in the context of this Issue. The statements contained in this Placement Document relating to the Group and the Equity Shares are, in all material respects, true and accurate and not misleading. The opinions and intentions expressed in this Placement Document with regard to the Group and the Equity Shares are honestly held, have been reached after considering all relevant circumstances, based on information presently available to the Company and based on reasonable assumptions. There are no other facts in relation to the Group or the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, all reasonable enquiries have been made by the Company to ascertain such facts and to verify the accuracy of all such information and statements. The Global Coordinators and Book Running Lead Managers have not separately verified the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the Global Coordinators and Book Running Lead Managers nor any of its respective members, employees, counsel, officers, directors, representatives, agents or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted, by the Global Coordinators and Book Running Lead Managers, as to the accuracy or completeness of the information contained in this Placement Document or any other information supplied in connection with the Equity Shares. Each person receiving this Placement Document acknowledges that such person has neither relied on the Global Coordinators and Book Running Lead Managers nor on any person affiliated with the Global Coordinators and Book Running Lead Managers in connection with its investigation of the accuracy of such information or its investment decision, and each such person must rely on its own examination of the Group and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorized to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of the Company or the Global Coordinators and Book Running Lead Managers. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as at any time subsequent to its date.

The Equity Shares have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction. No authority has passed on or endorsed the merits of this Issue or the accuracy or adequacy of this Placement Document.

The Equity Shares have not been recommended by any foreign federal or state securities commission or regulatory authority. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by the Company and the Global Coordinators and Book Running Lead Managers which would permit an issue of the Equity Shares or distribution of this Placement Document in any jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any other Issue-related materials in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

The information contained in this Placement Document has been provided by the Company and other sources identified herein. Distribution of this Placement Document to any person other than the investor specified by the Global Coordinators and Book Running Lead Managers or their representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorized, and any disclosure of its contents, without prior written consent of the Company, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

In making an investment decision, investors must rely on their own examination of the Group and the terms of this Issue, including the merits and risks involved. Investors should not construe the contents of this Placement Document as legal, tax, accounting or investment advice. Investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning this Issue. In addition, neither the Company nor the Global Coordinators and Book Running Lead Managers is making any representation to any investor, purchaser or subscriber of the Equity Shares in relation to this Issue regarding the legality of an investment in the Equity Shares in this Issue by such investor, subscriber or purchaser under applicable legal, investment or similar laws or regulations. Each such investor, subscriber or purchaser of the Equity Shares in this Issue is deemed to have acknowledged, represented and agreed that it is eligible to invest in India and in the Company under Indian law, including Chapter VIII of the SEBI Regulations and section 42 of the Companies Act, 2013, and and is not prohibited by SEBI or any other statutory, regulatory or judicial authority in India or any other jurisdiction from buying, selling or dealing in securities. Each investor, subscriber, purchaser of Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from the Company and review information relating to the Group and the Equity Shares.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

The information on our website, www.jalindia.com or on the website of the Global Coordinators and Book Running Lead Managers does not constitute or form part of this Placement Document. Prospective investors should not rely on the information contained in, or available through such websites.

NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

For information in certain other jurisdictions see “Selling Restrictions” and “Transfer Restrictions and Purchaser Representations”

REPRESENTATIONS BY INVESTORS

All references to "you" or "your" in this section are to the prospective investors in the Issue. By Bidding for and subscribing to any of the Equity Shares under the Issue, you are deemed to have represented, warranted, acknowledged and agreed to our Company and the Global Coordinators and Book Running Lead Managers, as follows:

- you (i) are a QIB as defined under Regulation 2(1)(zd) of the SEBI Regulations, (ii) have a valid and existing registration under applicable laws of India, (iii) undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to you for the purposes of your business in accordance with Chapter VIII of the SEBI Regulations, and (iv) undertake to comply with the SEBI Regulations and all other applicable laws, including in respect of reporting requirements, if any;

- If you are not a resident of India, but a QIB, you are an Eligible FPI or an FII (including a sub-account other than a subaccount which is a foreign corporate or a foreign individual) having a valid and existing registration with SEBI under the applicable laws in India, and are eligible to invest in India under applicable law, including the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000, as amended from time to time, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling or dealing in securities. You are investing in the Issue under the Portfolio Investment Scheme.

- you confirm that if you are Allotted Equity Shares pursuant to the Issue, you shall not, for a period of one year from the date of Allotment (hereinafter defined), sell the Equity Shares so acquired, except on the Stock Exchanges;

- you have made, or been deemed to have made, as applicable, the representations and warranties as set forth in "Distribution and Solicitation Restrictions" and "Transfer Restrictions";

- you are aware that the Equity Shares have not been and will not be registered under the Companies Act, 2013, the SEBI Regulations or under any other law in force in India. This Placement Document has not been reviewed by the SEBI, the RBI, the Stock Exchanges or any other regulatory or listing authority and is intended only for use by QIBs. Further, this Placement Document has not been verified or affirmed by the SEBI or the Stock Exchanges and will not be filed or registered with the Registrar of Companies. This Placement Document has been filed with the Stock Exchanges and has been displayed on the websites of the Company and the Stock Exchanges; Our Company shall make the requisite filings with the RoC and the SEBI within the stipulated period as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014;

- you are permitted to subscribe to the Equity Shares under the laws of all relevant jurisdictions which are applicable to you and that you have fully observed such laws and have all necessary capacity and have obtained all necessary consents and authorities as may be required, to enable you to commit to this participation in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Placement Document) and complied with all the necessary formalities and that you will honour such obligations;

- neither the Company nor the Global Coordinators and Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates is making any recommendations to you, or advising you regarding the suitability of any transactions they may enter into in connection with the Issue, and that your participation in the Issue is on the basis that you are not and will not be a client of the Global Coordinators and Book Running Lead Managers and that the Global Coordinators and Book Running Lead Managers have no duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are in no way acting in a fiduciary capacity;

- all statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to the Group's business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and environment in which the Group will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. The Company or any of our shareholders, Directors, officers, employees, counsel, advisors, representatives, agents or affiliates assumes no responsibility to update any of the forward-looking statements contained in this Placement Document;

- you are aware and understand that the Equity Shares are being offered only to QIBs and are not being offered to the general public and the Allotment of the same shall be on a discretionary basis, at the discretion of the Company in consultation with the Global Coordinators and Book Running Lead Managers;

- you have made, or been deemed to have made, as applicable, the representations, warranties, acknowledgements and undertakings as set forth under the section titled "Transfer Restrictions and Purchaser Representations";

- you have been provided a serially numbered copy of the Placement Document and have read this Placement Document in its entirety including "*Risk Factors–Certain consents that are required to be obtained under the Company's financing documents from its lenders for undertaking any further issue of Equity Shares, including for this Issue, have been sought but not obtained which may constitute a default under such financing documents*."

- that in making your investment decision, (i) you have relied on your own examination of the Group and the terms of the Issue, including the merits and risks involved, (ii) you have made and will continue to make your own assessment of the Group, the Equity Shares and the terms of the Issue based on such information as is publicly available, (iii) you have relied upon your own investigation and resources in deciding to invest in the Equity Shares, (iv) you have consulted your own independent advisors (including tax advisors) or otherwise have satisfied yourself concerning, without limitation, the effects of local laws and taxation matters, (v) you have relied solely on the information contained in this Placement Document and no other disclosure or representation by our Company or any other party and (vi) you have received all information that you believe is necessary or appropriate in order to make an investment decision in respect of the Company and the Equity Shares;

- neither the Global Coordinators and Book Running Lead Managers nor their affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of the Equity Shares (including, but not limited to, the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Global Coordinators and Book Running Lead Managers when evaluating the tax consequences in relation to the Equity Shares (including, but not limited to, the Issue and the use of the proceeds from the Equity Shares). You waive and agree not to assert any claim against the Global Coordinators and Book Running Lead Managers or any of its shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

- you have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the investment in the Equity Shares, and you and any accounts for which you are subscribing the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to the Company or the Global Coordinators and Book Running Lead Managers or their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares;

- that where you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorized in writing by each such managed account to acquire the Equity Shares for each such managed account and to make (and you hereby make) the representations, warranties, acknowledgements and undertakings herein for and on behalf of each such managed account, reading the reference to "you" to include such accounts;

- you are not a Promoter or a person related to the Promoters, either directly or indirectly and your Bid does not directly or indirectly represent the Promoters or Promoter group of the Company;

- in relation to the Company, you have no rights under a shareholders' agreement or voting agreement, no veto rights or right to appoint any nominee director on the Board other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares;

- you will have no right to withdraw your Bid after the Bid Closing Date;

- you are eligible to Bid and hold the Equity Shares so Allotted to you, together with any Equity Shares held by you prior to the Issue. You further confirm that your holding, upon the issue of the Equity Shares, shall not exceed the level permissible as per any applicable law;

- the Bid submitted by you would not eventually result in triggering an open under the Takeover Code;

- to the best of your knowledge and belief together with other QIBs in the Issue that belong to the same group or are under common control as you, the Allotment under this Issue to you shall not exceed 50% of the Issue. For the purposes of this representation:

    1. the expression 'belongs to the same group' shall be interpreted by applying the concept of 'companies under the same group' as provided in sub-section (11) of section 372 of the Companies Act, 1956; and

    2. 'control' shall have the same meaning as is assigned to it by clause (e) of sub-regulation 1 of regulation 2 of the Takeover Code;

- you are aware that if you are Allotted more than five per cent of the Equity Shares, we shall be required to disclose your name, the number of Equity Shares Allotted to you, the pre and post issue shareholding pattern of the Company in the format prescribed in clause 35 of the Listing Agreements, to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosure being made by us;

- you are aware that pursuant to the Allotment of the Equity Shares, applications shall be made by the Company to the Stock Exchanges for listing approvals and that the applications for obtaining the final listing and trading approvals will be made to the Stock Exchanges only after the credit of the Equity Shares to the beneficiary account with the Depository Participant, and that there can be no assurance that such approvals will be obtained on time or at all;

- you shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares under this Issue are granted by the Stock Exchanges;

- you are aware that if you are Allotted any Equity Shares, our Company is required to disclose details such as your name, address and the number of Equity Shares Allotted to the RoC and the SEBI and you consent to such disclosures;

- you are aware and understand that the Global Coordinators and Book Running Lead Managers will have entered into a Placement Agreement with the Company whereby the Global Coordinators and Book Running Lead Managers have, subject to the satisfaction of certain conditions set out therein, undertaken to use its reasonable endeavours to seek to procure subscription for the Equity Shares on the terms and conditions set forth therein;

- the contents of this Placement Document are exclusively the responsibility of the Company and neither the Global Coordinators and Book Running Lead Managers nor any person acting on their behalf or any of the counsel, advisors, to the Issue has or shall have any liability for any information, representation or statement contained in this Placement Document or any information previously published by or on behalf of the Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Placement Document or otherwise. By accepting a participation in this Issue, you agree to the same and confirm that you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the Global Coordinators and Book Running Lead Managers or the Company or any other person and that neither the Global Coordinators and Book Running Lead Managers nor the Company nor any other person including their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates will be liable for your decision to participate in the Issue based on any other information, representation, warranty or statement that you may have obtained or received;

- that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares and that you have neither received nor relied on any other information given or representations, warranties or statements made by the Global Coordinators and Book Running Lead Managers (including any view, statement, opinion or representation expressed in any research published or distributed by the Global Coordinators and Book Running Lead Managers or their affiliates or any view, statement, opinion or representation expressed by any staff (including research staff) of the Global Coordinators and Book Running Lead Managers or their affiliates) or the Company or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates and neither the Global Coordinators and Book Running Lead Managers nor the Company or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates will be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- you agree to indemnify and hold the Company and the Global Coordinators and Book Running Lead Managers or their affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the representations, warranties, acknowledgements and undertakings in this section. You agree that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares Allotted under this Issue by or on behalf of the managed accounts;

- you understand that neither the Global Coordinators and Book Running Lead Managers nor their affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses, directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by the Company of any of our respective obligations or any breach of any representations or warranties by the Company, whether to you or otherwise;

- that you are eligible to invest in India under applicable law, including the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000, as amended from time to time, and have not been prohibited by the SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities;

- any dispute arising in connection with the Issue will be governed and construed in accordance with the laws of the Republic of India, and the courts in New Delhi, India shall have the exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Placement Document;

- that you are a sophisticated investor who is seeking to purchase the Equity Shares for your own investment and not with a view to distribution. In particular, you acknowledge that (i) an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment, (ii) you have sufficient knowledge, sophistication and experience in financial and business matters so as to be capable of evaluating the merits and risk of the purchase of the Equity Shares, and (iii) you are experienced in investing in private placement transactions of securities of companies in a similar stage of development and in similar jurisdictions and have such knowledge and experience in financial, business and investment matters that you are capable of evaluating the merits and risks of your investment in the Equity Shares;

- you confirm that either (i) you have not participated in or attended any investor meetings or presentations by the Company or our agents with regard to the Company or this Issue ("**Company Presentations**"); or (ii) if you have participated in or attended any Company Presentations, (a) you understand and acknowledge that the Global Coordinators and Book Running Lead Managers may not have the knowledge of the statements that the Company or our agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such Company Presentation may have included any material misstatements or omissions, and, accordingly you acknowledge that the Global Coordinators and Book Running Lead Managers have advised you not to rely in any way on any such information that was provided to you at such Company Presentations, and (b) confirm that, to the best of your knowledge, you have not been provided any material information that was not publicly available;

- you are, at the time the Equity Shares are purchased, located outside of the United States (within the meaning of Regulation S) and you not an affiliate of the Company or a person acting on behalf of such an affiliate;

- you are purchasing the Equity Shares in an offshore transaction meeting the requirements of Rule 903 or Rule 904 of Regulation S;

- you understand that the Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States, and that the Equity Shares may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

- that each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment of the Equity Shares in the Issue; and

- that the Company, the Global Coordinators and Book Running Lead Managers, their respective affiliates and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements which are given to the Global Coordinators and Book Running Lead Managers on their own behalf and on behalf of the Company and are irrevocable.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, FPIs (which includes FIIs), other than Category III Foreign Portfolio Investor (as defined hereinafter) and unregulated broad based funds, which are classified as Category II foreign portfolio investor (as defined under the SEBI FPI Regulations) by virtue of their investment manager being appropriately regulated, may issue, subscribe or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) (all such offshore derivative instruments are referred to herein as "**P-Notes**") directly or indirectly, only in the event that (i) such offshore derivative instruments are issued only in favour of those entities which are regulated by any appropriate foreign regulatory authorities in the countries of their incorporation; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. P-Notes have not been, and are not being offered, or sold pursuant to this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-notes, including, without limitation, any information regarding any risk factors relating thereto.

Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Global Coordinators and Book Running Lead Managers do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Global Coordinators and Book Running Lead Managers and do not constitute any obligations of, or claims on the Global Coordinators and Book Running Lead Managers. Affiliates of the Global Coordinators and Book Running Lead Managers which are FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Placement Document has been submitted to the Stock Exchanges. The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of any of the contents of the Placement Document;

2. warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company; and

4. it should not for any reason be deemed or construed to mean that the Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

In this Placement Document, unless the context otherwise indicates or implies, references to "you," "offeree," "purchaser," "subscriber," "recipient," "investors" and "potential investor" are to the prospective investors in this Issue. In this Placement Document, unless the context otherwise requires, references to the "Company" are to Jaiprakash Associates Limited and references to the "we", "us" and "Group" are to the Company and its subsidiaries and joint venture subsidiaries taken as a whole, as appropriate.

In this Placement Document, references to (a) "Rs.", "Rupees", "INR" or "₹" are to the legal currency of the Republic of India, "CAD" or "Canadian Dollars" are to the legal currency of Canada and "U.S.$" or "U.S. Dollars" are to the legal currency of the United States, and (b) the words "Lakh" or "Lac" mean "100 thousand", the word "million" means "10 lakh", the word "crore" means "10 million" or "100 lakhs" and the word "billion" means "1,000 million" or "100 crores".

All references herein to the "U.S." or the "United States" are to the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all references to "India" are to the Republic of India and its territories and possessions. All references herein to the "Government of India" are to the Central Government of India and all references to the "Government" are to Government of India or an Indian state government as applicable.

The Company's audited financial statements for the years ended March 31, 2014, 2013 and 2012 have been prepared on a consolidated basis (the "**Audited Consolidated Financial Statements**"). The Audited Consolidated Financial Statements were audited by M/s M.P Singh & Associates, Chartered Accountants, the Company's independent statutory auditor, who has agreed to the inclusion of their audit reports and review report in this Placement Document.

All the numbers in this document, have been presented in thousands, millions or billions of units, and amounts may have been rounded to the nearest one hundred, one hundred thousand or one hundred million units, as the case may be. Unless otherwise indicated, all financial information in this Placement Document is derived from the Company's financial statements on a consolidated basis prepared in accordance with Indian GAAP, and accounting records of the Company and schedules from such accounting records. Indian GAAP differs in certain significant respects from International Financial Reporting Standards ("**IFRS**") and U.S. GAAP. The Company does not provide a reconciliation of its financial statements to IFRS or U.S. GAAP financial statements.

Unless otherwise stated, references in this Placement Document to a particular year are to the calendar year ended on December 31 and to a particular "financial year", "Fiscal", "fiscal year", or "FY" are to the financial year of the Company ending on March 31 of a particular year.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

INDUSTRY AND MARKET DATA

Market data and certain industry related information used throughout this Placement Document have been obtained from publicly available information and government and industry publications. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. Similarly, internal surveys and other sources for industry related information referred to in this Placement Document, while believed to be reliable, have not been independently verified. Neither the Company nor the Global Coordinators and Book Running Lead Managers or any of their respective shareholders, affiliates, representatives or agents, makes any representation as to the accuracy and completeness of such information.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so the Company has relied on internally developed estimates.

Neither the Company nor any of the Global Coordinators and Book Running Lead Managers have independently verified this data and neither the Company nor any of the Global Coordinators and Book Running Lead Managers makes any representation regarding the accuracy or completeness of such data. Similarly, while we believe that our internal estimates are reasonable, such estimates have not been verified by any independent sources, and neither the Company nor the Global Coordinators and Book Running Lead Managers can assure potential investors as to their accuracy.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute "forward-looking statements." Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "shall", "should", "will", "would", or other words or phrases of similar import. All statements regarding the Company's expected financial condition and results of operations and business plans and prospects are forward-looking statements. These forward-looking statements include statements as to the Company' business strategy, revenue and profitability, planned projects and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements and any other projections contained in this Placement Document (whether made by the Company or any third party) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Important factors that could cause actual results, performance or achievements to differ materially include, among others:

- materialization of risks with respect to the Company's engineering and construction business in various sectors;
- adverse conditions in the main markets in which the Company's cement plants and facilities are located and business is conducted;
- Company's inability to respond adequately to increased competition in the future;
- lowering the prices the Company charges for its products in response to competition;
- non completion of the Group's land acquisition transactions; and
- seasonal nature of the Company's hospitality business.

All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to those discussed under "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations of Company", "Industry Overview" and "Business".

The forward-looking statements contained in this Placement Document are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of the Company's underlying assumptions prove to be incorrect, the Company's actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to the Company are expressly qualified in their entirety by reference to these cautionary statements.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public company incorporated under the laws of India. Majority of our Directors and key managerial personnel are residents of India. A substantial portion of our assets are located in India. As a result, it may be difficult for the investors to affect service of process upon the Company or such persons outside India or to enforce judgments obtained against such parties outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Sections 13 and 44A respectively, of the Code of Civil Procedure, 1908 (the "**Civil Procedure Code**") on a statutory basis.

Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law in force in India.

Under Section 14 of the Civil Procedure Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record; but such presumption may be displaced by proving want of jurisdiction.

A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code can be enforced in India (i) by instituting execution proceedings; or (ii) by instituting a suit on such judgment. Foreign judgments may be enforced by proceedings in execution in certain cases. Section 44A of the Civil Procedure Code provides that where a foreign judgment has been rendered by a superior court within the meaning of that section in any country or territory outside India which the Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards. Furthermore, the execution of the foreign decree under Section 44A of the Civil Procedure Code is also subject to the exceptions under Section 13 of the Civil Procedure Code, as mentioned above.

Each of the United Kingdom, Singapore and Hong Kong has been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code but the United States has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy. Further, any judgment or award denominated in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered pursuant to the execution of such a judgement. Our Company cannot predict whether a suit brought in an Indian court will be disposed off in a timely manner or be subject to considerable delays.

EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and the U.S. Dollar will affect the U.S. Dollar equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into U.S. Dollars of any cash dividends paid in Rupees on the Equity Shares. The exchange rate between the Rupee and the U.S. Dollar has been volatile over the past year.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the U.S. Dollar (in Rupees per U.S. Dollar) based on the reference rate released by the RBI. No representation is made that the Rupee amounts actually represent such U.S. dollar amounts or could have been or could be converted into U.S. Dollar at the rates indicated, any other rate, or at all.

Financial Year	**Period End**	**Average***	**High**	**Low**
	(Rs. per US $1.00)			
2012	51.16	47.95	54.24	43.95
2013	54.39	54.45	57.22	50.56
2014	60.10	60.50	68.36	53.74
Quarter Ended				
June 30, 2014	60.09	59.77	61.12	58.43
March 31, 2014	60.10	61.79	62.99	60.10
December 31, 2013	61.90	62.03	63.65	61.16
September 30, 2013	62.78	62.13	68.36	58.91
June 30, 2013	59.70	55.95	60.59	53.74
Month ended:				
June 30, 2014	60.09	59.73	60.37	59.06
May 31, 2014	59.03	59.31	60.23	58.43
April 30, 2014	60.34	60.36	61.12	59.65
March 31, 2014	60.10	61.01	61.90	60.10
February 28, 2014	62.07	62.25	62.69	61.94
January 31,2014	62.48	62.08	62.99	61.35

* Average of the official rate for each working day of the relevant period

Source: www.rbi.org.in

DEFINITIONS AND ABBREVIATIONS

The Company has prepared this Placement Document using certain definitions and abbreviations which you should consider when reading the information contained herein.

Capitalised terms used in this Placement Document shall have the meaning set forth below, unless specified otherwise or the context indicates or requires otherwise, and references to any statute or regulations or policies shall include amendments thereto, from time to time.

Terms Related to the Company

Term	Description
Our "Company", the "Company" or the "Issuer"	Jaiprakash Associates Limited, a public limited company incorporated under the Companies Act, 1956 having its registered office at sector 128, Noida – 201 304, Uttar Pradesh, India.
"Articles" or "Articles of Association"	The articles of association of the Company.
Auditors	The statutory auditors of the Company, M/s. M.P. Singh Associates.
"Board of Directors" or "Board"	The board of directors or any duly constituted committee thereof.
BoJCL	Bokaro Jaypee Cement Limited
Bokaro cement plant	BoJCL's 2.1 MTPA cement plant (including a cement grinding unit) located at Village Gorabali, Thana – Jaridih, Bokaro
CCL	Central Coalfields Limited.
DIL	Duncan Industries Limited.
Deceased Promoters	The individual Promoters, namely, Mr. I.N. Dubey, Mr. K.P. Sharma and Mr. Rajender Singh, who have deceased.
Directors	Directors of the Company.
Equity Shares or Shares	Equity shares of the Company of face value of Rs. 2 each.
FCCB-III	Foreign currency convertible bonds aggregating to U.S.$ 400 million issued by the Company on September 11, 2007 and subsequently, redeemed on September 12, 2012.
GAIL	Gas Authority of India Limited.
Group	The Company and its subsidiaries and joint venture subsidiaries.
Gujarat cement plant	JCCL's 2.4 MTPA cement plant at Kutch and 2.4 MTPA cement grinding unit at Wanakbori together with the business, goodwill, activities and operations pertaining to such plant and / or unit.
HEP	Hydro electric power plant
HBPCL	Himachal Baspa Power Company Limited
HKPCL	Himachal Karcham Power Company Limited
HPSEB	Himachal Pradesh State Electricity Board.
JAPL	Jaypee Arunachal Power Limited.
JCL	Jaypee Cement Limited.
JCCL	Jaypee Cement Corporation Limited.
JFIL	Jaypee Fertilizers and Industries Limited.
JIL	Jaiprakash Industries Limited.
JIV	Jaypee Infra Ventures (A Private Company with Unlimited Liability).
JMPL	Jaypee Meghalaya Power Limited.
JPL	Jaypee Powergrid Limited.
JPVL	Jaiprakash Power Ventures Limited.
Jaypee Infratech	Jaypee Infratech Limited.
JRCL	Jaypee Rewa Cement Limited.
JUBVPL	Jaypee Uttar Bharat Vikas Private Limited.
Memorandum/ MoA/ Memorandum of Association	The memorandum of association of the Company.
MHI	Mitsubishi Heavy Industries.
MPSEB	Madhya Pradesh State Electricity Board.

Term	Description
PGCIL	Power Grid Corporation of India Limited.
PPGCL	Prayagraj Power Generation Company Limited.
Promoters	The promoters of the Company, being Mr. Jaiprakash Gaur and his associates.
PTC	PTC India Limited.
Registered Office	The registered office of the Company located at sector 128, Noida – 201 304, Uttar Pradesh, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Uttar Pradesh and Uttarakhand.
SECL	South Eastern Coalfields Limited.
SPGCL	Sangam Power Generation Company Limited.
TPP	Thermal power project
UPPCL	Uttar Pradesh Power Corporation Limited.

Issue Related Terms

Term	Description
"Allocated" or "Allocation"	The allocation of Equity Shares, in consultation with the Global Coordinators and Book Running Lead Managers, following the determination of the Issue Price to QIBs on the basis of the Application Forms submitted by them in compliance with Chapter VIII of the SEBI Regulations.
Allotees	Persons to whom Equity Shares are Allotted pursuant to the Issue.
"Allotment" or "Allotted"	Unless the context otherwise requires, the issue and allotment of Equity Shares pursuant to the Issue.
Application Form	The form pursuant to which a QIB shall submit a bid in the Issue.
Bid	An indication of interest by a QIB, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for Equity Shares in the Issue.
Bidding Period	The period between the Bid Opening Date and Bid Closing Date, inclusive of both dates, during which QIBs can submit their Bids.
Bid Closing Date	July 7, 2014
Bid Opening Date	July 2, 2014
"CAN" or "Confirmation of Allocation Note"	Note or advice or intimation to QIBs confirming the Allocation of Equity Shares to such QIBs after discovery of the Issue Price and to pay the entire Issue Price for all the Equity Shares allocated to such QIBs.
Escrow Account	The bank account titled "Jaiprakash Associates Limited – QIP Account 2014" opened by the Company with the Payment Collection Bank
Floor Price	The price of Rs. 73.96 per Equity Share which has been calculated in accordance with Chapter VIII of the SEBI Regulations and below which the Equity Shares shall not be Allotted. The Company, has pursuant to a resolution dated July 7, 2014 of the Finance Committee of the Board of Directors, approved a discount of 5% on the Floor Price (i.e. Rs. 3.69) in terms of Regulation 85 of the SEBI Regulations.
"Global Coordinators and Book Running Lead Managers" or "GCBRLMs"	Global Coordinators and Book Running Lead Managers to the Issue, being Standard Chartered Securities (India) Limited and CLSA India Limited.
Issue	The offer and issuance of up to 213,373,416 Equity Shares to QIBs, pursuant to Chapter VIII of the SEBI Regulations and the provisions of the Companies Act, 2013 and the rules thereunder.
Issue Price	Rs. 70.27 per Equity Share
Issue Size	The issue of up to 213,373,416 Equity Shares aggregating up to Rs. 14,993.75 million.
Listing Agreements	The agreements entered into between the Company and each Stock Exchange in relation to listing of the Equity Shares on such Stock Exchange.
Pay-In Date	The last date specified in the CAN for payment of subscription money in relation to the Issue.
Payment Collection Bank	Standard Chartered Bank
Placement Agreement	The placement agreement dated July 2, 2014 entered into between the Company

Term	Description
	and the Global Coordinators and Book Running Lead Managers.
Placement Document	This placement document dated July 7, 2014 issued in accordance with Chapter VIII of the SEBI Regulations and the provisions of the Companies Act, 2013 and the rules thereunder..
Preliminary Placement Document	The preliminary placement document for dated July 2, 2014 issued in accordance with Chapter VIII of the SEBI Regulations and the provisions of the Companies Act, 2013 and the rules thereunder..
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined in Regulation 2(1) (zd) of the SEBI Regulations.
QIP	Qualified Institutions Placement under Chapter VIII of the SEBI Regulations.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

Industry related terms

Term	Description
BOO	Build-Own-Operate.
BOOT	Build-Own-Operate-Transfer.
BOT	Build, own and transfer.
BTG	Boiler Turbine Generators.
CEA	Central Electricity Authority.
CERC	Central Electricity Regulatory Commission
CO_2	Carbon dioxide.
DGH	Director General of Hydrocarbons.
Eligible FPIs	FPIs that are eligible to participate in the Issue and does not include qualified foreign investors and Category III Foreign Portfolio Investors (who are not eligible to participate in the Issue)
EPC	Engineering Procurement and Construction.
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes person who has been registered under the SEBI FPI Regulations. Any foreign institutional investor or qualified foreign investor who holds a valid certificate of registration is deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
FSA	Fuel supply agreement.
GR	Growth Rate.
GWH	Giga watt hour.
IPP	Independent Power Producer.
IFA	International Fertilizer Association.
km	Kilometres.
Kwh	Kilowatt hour.
LMT	Lakh metric tonnes.
m3	Cubic metres.
MCA	Modern Concession Agreements.
MDR	Major district road.
mg/nm3	Milligrams per normal cubic metre.
Mham	Million hectare metres.
MMSCMD	Million metric standard cubic meter.
MT	Metric tons.
MTPA	Million metric tons per annum.
MU	Million units.
MW	Megawatt.

Term	Description
MNRE	Minister of New and Renewable Energy.
NIT	Notice Inviting Tender.
ODR	Other Rural Road.
PPA	Power Purchase Agreement
PPP	Public Private Partnership.
PYKKA	Panchayat Yuva Krida aur Khel Abhiywan.
SARDP – NE	Special Accelerated Programme for Road Development Programme for the North-East.
SEB	State Electricity Board.
SH	State Highway.
sq. ft	Square feet.
TWH	Trillion watt hours.
USIS	Urban Sports Infrastructure.
UPPCL	Uttar Pradesh Power Corporation Limited
VGF	Viability Gap Funding.

Conventional and General Terms/ Abbreviations

Term	Description
ADR	American Depository Receipts.
AGM	Annual general meeting.
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
APAC	Asia-Pacific Region.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
BCM	Billion cubic meter.
BIFR	Board for Industrial and Financial Reconstruction.
BIS	Bureau of Indian Standards.
BOP	Balance of Payment.
BSE	BSE Limited.
BTKM	Billion Tonne KM.
BU	Billion Units.
CAGR	Compounded annual growth rate.
Category III Foreign Portfolio Investor	An FPI registered as a category III foreign portfolio investor under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited.
CEA	Central Electricity Authority.
CERC	Central Electricity Regulatory Commission.
CESTAT	Custom Excise and Service Tax Appellate Tribunal
Civil Procedure Code, Civil Code	The Code of Civil Procedure, 1908, as amended.
Companies Act, 1956	The Companies Act, 1956, and the rules made thereunder (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, and the rules made thereunder, to the extent in force pursuant to notification of the Notified Sections
COMPAT	Competition Appellate Tribunal
CSR	Corporate Social Responsibility.
Delisting Regulations	The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended.
Depositories Act	The Depositories Act, 1996, as amended.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended.
Depository Participant	A depository participant as defined under the Depositories Act.
DIL	Duncan Industries Limited.
DIPP	The Department of Industrial Policy and Promotion, Ministry of Commerce and

Term	Description
	Industry, GoI.
DTC	The direct tax code.
EBITDA	Earnings before interest, tax, depreciation and amortisation.
EGM	Extra ordinary general meeting.
Electricity Act	Electricity Act, 2003.
EPS	Earnings per share.
FCCB	Foreign currency convertible bonds.
FDI	Foreign direct investment.
FEMA	The Foreign Exchange Management Act, 1999, as amended, and the regulations issued thereunder.
FERA	Foreign Exchange Regulation Act, 1973.
FII	Foreign Institutional Investor (as defined under the FII Regulations) registered with SEBI.
FII Regulations	The Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
"financial year", "Fiscal", "FY" or "fiscal year"	Unless stated otherwise, financial year of the Company ending on March 31 of a particular year.
Form PAS-4	Form PAS-4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
FVCI	Foreign venture capital investors (as defined and registered with SEBI under the (Foreign Venture Capital Investors) Regulations, 2000).
GAAP	Generally Accepted Accounting Principles.
GAIL	Gas Authority of India Limited.
GDP	Gross domestic product.
GDR	Global Depository Receipts.
Government	Government of India or State Government, as applicable.
Government of India / GoI	Central government of India.
GR	Growth Rate.
HPSEB	Himachal Pradesh State Electricity Board.
HUF	Hindu undivided family.
ICAI	Institute of Chartered Accountants of India.
IDBI Act	The Industrial Development Bank of India Act, 1964.
IFA	International Fertilizer Association.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
IND-AS	Indian Accounting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
IPP	Independent Power Producer.
IT	Information technology.
"IT Act" or "Income Tax Act"	The Income Tax Act, 1961, as amended.
LMT	Lakh metric tones.
MCA	Modern Concession Agreements.
MDR	Major district road.
MHI	Mitsubishi Heavy Industries.
MICR	Magnetic ink character recognition.
MMSCMD	Million metric standard cubic meter.
MNRE	Ministry of New and Renewable Energy, Government of India.
MoP	Ministry of Power, Government of India.
MoU	Memorandum of understanding.
MPSEB	Madhya Pradesh State Electricity Board.
Mutual Fund / MF	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
NASDAQ	National Association of Securities Dealers Automated Quotations.

Term	Description
NELP	New Exploration Licensing Policy of the Government of India.
NEP	New Economic Policy of the Government of India.
NH	National Highway.
NHDP	National Highway Development Program.
NIT	Notice Inviting Tender.
NPA	Non-Performing Asset.
Notified Sections	Sections of the Companies Act, 2013 that have been notified by the Government of India
NRI	Non resident Indian.
NSDL	National Securities Depository Limited.
NSE	The National Stock Exchange of India Limited.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit after tax.
PBT	Profit before tax.
PGCIL	Power Grid Corporation of India Limited.
PIO	Persons of Indian origin.
PIT Regulations / Prohibition of Insider Trading Regulations, 1992	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended.
Portfolio Investment Scheme	Portfolio investment scheme under the FEMA.
PPGCL	Prayagraj Power Generation Company Limited.
PSU	Public sector undertaking.
PTC	PTC India Limited.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RR	Rural Road.
“Rs.”, “Rupees”, “INR” or “`”	The legal currency of the Republic of India.
SAI	Sports Authority India.
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended.
SAT	Securities Appellate Tribunal.
SCRA	Securities Contract (Regulation) Act, 1956, as amended.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.
SENSEX	The index of a basket of 30 constituent stocks traded on the BSE representing a sample of liquid securities of large and representative companies.
STT	Securities Transaction Tax.
State Government	Government of a state of the Republic of India.
Stock Exchanges	The BSE and the NSE.
Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended.
UPPCL	Uttar Pradesh Power Corporation Limited.
“U.S.$”, or “U.S. Dollars”	The legal currency of the United States.
“U.S.” or “United States”	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
U.S. GAAP	Generally accepted accounting principles in the U.S.
UT	One of the seven union territories of India.
VCF	A venture capital fund (as defined and registered with SEBI under the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996).

Term	Description
VERs	Verified Emissions Reductions certificates, which are tradable certificates (commonly referred to as "carbon credits") issued pursuant to the Voluntary Carbon Standard 2007, a carbon offset standard for projects that reduce greenhouse gas emissions
WTD	Whole-time director.

DISCLOSURE REQUIREMENTS UNDER FORM PAS-4 PRESCRIBED UNDER THE COMPANIES ACT, 2013

The table below sets out the disclosure requirements as provided in PAS-4 and the relevant pages in this Placement Document where these disclosures, to the extent applicable, have been provided.

Sr. No.	Pending Information	Relevant Page of this Placement Document
1. GENERAL INFORMATION		
a.	Name, address, website and other contact details of the company indicating both registered office and corporate office	230
b.	Date of incorporation of the Company	230
c.	Business carried on by the Company and its subsidiaries with details of branches or units, if any,	103 – 134, 150 – 161
d.	Brief particulars of the management of the company	135 – 139
e.	Names, addresses, DIN and occupations of the directors	135 – 137
f.	Management's perception of risk factors	37 – 53
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:	
	statutory dues;	228
	debentures and interest thereon	228
	deposits and interest thereon; and	228
	loan from any bank or financial institution and interest thereon.	228
h.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Company, if any, for the Issue process.	230
2. PARTICULARS OF THE OFFER		
a.	Date of passing of board resolution	230
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities;	230
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	25
d.	Price at which the security is being offered including the premium, if any, alongwith justification of the price	25
e.	Name and address of the valuer who performed valuation of the security offered	Not Applicable
f.	Amount which the company intends to raise by way of securities	25
g.	Terms of raising of securities:	
(i)	Duration, if applicable	Not Applicable
(ii)	Rate of dividend	66
(iii)	Rate of interest	Not Applicable
(iv)	Mode of payment	Not Applicable
(v)	Repayment	Not Applicable
h.	Proposed time schedule for which the offer letter is valid	26
i.	Purposes and objects of the offer	64
j.	Contribution being made by the Promoters or directors of the Company either as part of the Issue or separately in furtherance of such the objects	64
k.	Principle terms of assets charged as security, if applicable	Not Applicable
3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.		
a.	Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as	148

Sr. No.	Pending Information	Relevant Page of this Placement Document
	it is different from the interests of other persons.	
b.	Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last three years immediately preceding the year of the circulation of the Placement Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.	226 – 228
c.	Remuneration of directors (during the current year and last three financial years);	143
d.	Related party transactions entered during the last three financial years immediately preceding the year of circulation of the Placement Document including with regard to loans made or, guarantees given or securities provided.	F 26 – F 28, F 53 – F 55, F 80 – F 82
e.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	86
f.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of circulation of Placement Document in the case of the Company and its subsidiary. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the Placement Document and if so, section-wise details thereof for the Company and its subsidiary.	228
g.	Details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company.	228
4. FINANCIAL POSITION OF THE COMPANY		
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(b)	size of the present offer;	57
(c)	paid up capital	
A)	after offer	57
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(d)	share premium account (before and after the offer)	57
(ii)	the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration	57 – 63
	Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;	Not Applicable
b.	Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter	31 – 32
c.	Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)	66, 84

Sr. No.	Pending Information	Relevant Page of this Placement Document
d.	A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter	29 – 30
e.	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter	33 – 35
f.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company	68
5. DECLARATION		
a.	the company has complied with the provisions of the Act and the rules made thereunder	233
b.	the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government	233
c.	the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter	233

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed terms appearing elsewhere in this Placement Document, including under the sections titled "Risk Factors", "Use of Proceeds", "Issue Procedure" and "Description of Shares".

Issuer	Jaiprakash Associates Limited
Issue Size	Up to 213,373,416 Equity Shares aggregating up to Rs. 14,993.75 million. A minimum of 10% of the Issue Size, or at least 21,337,342 Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance 192,036,074 Equity Shares shall be available for Allocation to all QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allocated to other QIBs.
Face Value	Rs. 2 per Equity Share.
Issue Price	Rs. 70.27 per Equity Share.
Floor Price	The floor price for the Issue calculated on the basis of Chapter VIII of the SEBI Regulations is Rs. 73.96 per Equity Share. The Company , has pursuant to a resolution dated July 7, 2014 of the Finance Committee of the Board of Directors, approved a discount of 5% (i.e. Rs. 3.69) on the Floor Price in terms of Regulation 85 of the SEBI Regulations. The Floor Price, net of discount of 5%, if offered, is Rs. 70.27.
Eligible Investors	QIBs as defined in Regulation 2(1)(zd) of the SEBI Regulations to whom the Preliminary Placement Document and the Application Form was circulated and who were eligible to bid and participate in the Issue.
Dividends	See "Description of Equity Shares", "Dividend Policy" and "Taxation".
Indian Taxation	See "Taxation".
Issue Procedure	The Issue is being made only to QIBs in reliance on Section 42 of the Companies Act, read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter VIII of the SEBI Regulations. See "Issue Procedure".
Date of Board resolution authorising the Issue	November 14, 2013
Date Shareholders Resolution authorizing the Issue	March 26, 2014
Equity Shares issued and outstanding immediately prior to the Issue	2,219,083,559 Equity Shares.
Equity Shares issued and outstanding immediately after the Issue	2,432,456,975 Equity Shares
Listing	The Company has received in principle approvals both dated July 2, 2014 from the NSE and the BSE under Clause 24(a) of the Listing Agreements. The Company shall apply to the Stock Exchanges for the listing approvals and the final listing and trading approvals, after the Allotment and after the credit of Equity Shares to the beneficiary account with the Depository Participant, respectively.
Lock-up	Please see the sub-section titled "Lock-up" of the section titled "Placement" for a description of restrictions on the Company and our Promoters in relation to Equity Shares.
Transferability Restriction	The Equity Shares being Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the Stock Exchanges. For details in relation to other transfer restrictions, see the section titled

	"Transfer Restrictions and Purchaser Representations".	
Use of Proceeds	The net proceeds of the Issue, after deduction of fees, commissions and expenses in relation to the Issue, are expected to total approximately Rs. 14,768.75 million. Please see the section titled "Use of Proceeds".	
Risk Factors	Please see the section titled "Risk Factors" for a discussion of factors that you should consider before deciding whether to buy the Equity Shares.	
Closing Date	The Allotment is expected to be made on or about July 10, 2014.	
Ranking	The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividends after the closing. The holders of such Equity Shares will be entitled to participate in dividends and other corporate benefits, if any, declared by the Company after the Closing Date, in compliance with the Companies Act, 2013. The holders of such Equity Shares may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act, 2013. Please see the section titled "Description of the Shares".	
Security Codes for the Equity Shares	ISIN	INE455F01025
	BSE Code	532532
	NSE Code	JPASSOCIAT

SUMMARY OF BUSINESS

Our Company, or JAL, is the flagship company of the Jaypee Group ("**Group**"). Our Group is a diversified infrastructural industrial group based in India with significant interests in the areas of civil engineering and construction, cement manufacturing and marketing, power, generation, transmission and trading, fertilizers, real estate, roads and expressways, hospitality and sports events including Formula One. Our Company was incorporated on November 15, 1995 under the name of 'Bela Cement Limited' which was changed to 'Jaypee Rewa Cement Limited' with effect from August 30, 2000. Following which the name was changed to 'Jaypee Cement Limited' with effect from January 3, 2002 and subsequently changed to the present name of 'Jaiprakash Associates Limited' with effect from March 11, 2004.

Our Company is engaged primarily in the business of:

- Engineering and construction;
- Manufacture and marketing of cement and cement products;
- Real estate development;
- Hotels/Hospitality; and
- Power (wind power).

Our Group's principal areas of activities are categorized into the following segments:

- Engineering and construction;
- Cement production;
- Power generation (including thermal, wind and hydro-power);
- Power transmission;
- Power trading;
- Real estate;
- Hotels/Hospitality;
- Expressways;
- Sports Events;
- Fertilizer production;
- Oil and gas exploration;
- Healthcare;
- Mining; and
- Education (on a not for profit basis).

Our Group is a diversified infrastructure group in India with interests in civil engineering and construction, cement, power, real estate, expressways, hospitality, golf courses, sports, fertilizer and not-for-profit education which is carried out by various Group companies including an 71.64% interest in Jaypee Infratech (which executed the 165 km Yamuna Expressway and is currently developing approximately 443 million square feet of real estate development) and a 100% interest in Jaypee Sports International Limited ("**JPSI**") (which conducts the formula 1 race).

Our Group has a pan-India presence with cement production facilities located in Uttar Pradesh, Uttarakhand, Himachal Pradesh, Haryana, Madhya Pradesh, Chhattisgarh, Jharkhand and Andhra Pradesh. As of March 31, 2014, our Group's installed capacity is 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in favor of Ultratech Cement Limited as of June 12, 2014, but includes the Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"). For the year ended March 31, 2014, our Group's consolidated income from our cement segment was Rs. 81,570 million (March 31, 2013: Rs. 86,131 million).

Our Company has been involved in the construction of various multi-purpose river valley and hydro power projects namely 390 MW Dulhasti hydro power project, 300 MW Chamera II hydro power project (EPC only), 1,450 MW Sardar Sarovar hydro power project (the largest concrete dam in India), 520 MW Omkareshwar hydro power project, 1,000 MW Indira Sagar hydro power project (the second largest surface power plant in India), 1,000 MW Tehri hydro power project (the largest rockfill dam in India), 510 MW Stage V Teesta hydro power project, 1,500 MW Nathpa Jhakri hydro power project (the largest underground power project in India) and 1,020 MW Tala hydro power project. Our Company is currently executing the Punatsangchhu-II hydroelectric project and the Mangdechhu hydroelectric project in Bhutan amongst other projects. In aggregate, we have participated in approximately 12,030 MW of India's and Bhutan's installed / under implementation hydro electric capacity. We have also participated in the development of approximately 22% of India's installed hydroelectric capacity. Our Company currently has projects with a total original contract value of Rs. 60,945 million under development. For the year ended March 31, 2014, our Company's consolidated income from our engineering and construction segment was Rs.19,337 million (March 31, 2013: Rs. 16,292 million).

Our Company is currently developing large and integrated real estate projects on land parcels owned by our Company and our Group located in Noida, Greater Noida, Jaganpur, Tappal, Mirzapur and Agra, Uttar Pradesh. For the year ended March 31, 2014, our Group's consolidated income from our real estate segment was Rs. 53,478 million (March 31, 2013: Rs. 54,841 million).

JPVL is the holding company for our Group's power business. JPVL has an operational hydro-power capacity of 1,700 MW and thermal power capacity of 500 MW. It is currently implementing power projects with an aggregate capacity of 3,300 MW, comprising the Bara Phase I (1,980 MW) and Nigrie (1,320 MW) thermal power projects and has various hydro power projects (3,920 MW) and thermal powerprojects (4,000 MW) at various stages of development. Our Company has a 60.69% shareholding in JPVL as of May 31, 2014. For the year ended March 31, 2014, our Group's consolidated income from our power segment was Rs. 29,124 million (March 31, 2013: Rs. 24,618 million).

Our Company's Equity Shares have been listed on the BSE and the NSE since June 14, 2004 and had a market capitalization of Rs. 169,870.8 million as of July 1, 2014.

The promoters of JAL are Mr. Jaiprakash Gaur and his associates, who together with their associated interests, comprise the "**Promoter Group**". As of March 31, 2014, the Promoters and Promoter Group held approximately 45.08% of the issued and outstanding Equity Shares.

For the year ended March 31, 2014, our Group had a consolidated income of Rs. 199,764 million (March 31, 2013: Rs. 191,308 million) and a consolidated net loss after tax of Rs. 7,026 million (March 31, 2013: profit after tax Rs. 7,772 million). Further, as of March 31, 2014, our Group had consolidated assets of Rs. 1,026,761 million (March 31, 2013: Rs. 945,482 million). The figures of profit after tax for the year ended March 31, 2014 are inclusive of profit on sale of shares of Rs. 3,953 million.

SUMMARY FINANCIAL INFORMATION

The following selected financial information, which is extracted from the Company's audited consolidated financial statements for the years ended March 31, 2014, 2013 and 2012 (the "Audited Consolidated Financial Statements") should be read in conjunction with the sections titled "Financial Statements" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations", respectively.

CONSOLIDATED BALANCE SHEET

Rs. Million

PARTICULARS	Figures as at the end of the Reporting Period		
	As at March 31,2014	**As at March 31,2013**	**As at March 31,2012**
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
(a) Share Capital	4,438	4,438	4,253
(b) Reserves and Surplus	98,264	121,091	110,527
MINORITY INTEREST			
(a) Share Capital	17,606	16,527	12,912
(b) Reserves and Surplus	26,509	21,906	16,360
(c) Share Application Money	-	-	150
(d) Preference Share Capital	125	169	44
Deferred Revenue	5,627	4,872	3,921
NON-CURRENT LIABILITIES			
(a) Long-term Borrowings	569,457	532,378	439,127
(b) Deferred Tax Liabilities [Net]	12,994	12,641	14,104
(c) Other Long-term Liabilities	12,336	11,795	8,555
(d) Long-term Provisions	3,302	6,072	4,965
CURRENT LIABILITIES			
(a) Short-term Borrowings	41,553	21,401	14,577
(b) Trade Payables	39,490	37,210	38,455
(c) Other Current Liabilities	189,309	151,517	120,123
(d) Short-term Provisions	5,751	3,465	4,689
TOTAL	**1,026,761**	**945,482**	**792,762**

ASSETS				
NON-CURRENT ASSETS				
(a)	**FIXED ASSETS**			
	Tangible Assets	358,973	330,165	266,398
	Intangible Assets	95,370	95,404	609
	Capital Work-in-Progress [including Incidental Expenditure During Construction Period]	260,982	214,757	265,985
	Intangible Assets under Development	10,261	8,263	-
(b)	**NON-CURRENT INVESTMENTS**	30,130	31,687	29,642
(c)	**LONG TERM LOANS AND ADVANCES**	38,790	39,086	38,677
(d)	**OTHER NON-CURRENT ASSETS**	26,397	18,813	16,317
CURRENT ASSETS				
(a)	Current Investments	288	2,932	3,370
(b)	Inventories	20,094	24,196	19,474
(c)	Projects Under Development	76,192	72,918	62,844
(d)	Trade Receivables	21,218	20,673	15,656
(e)	Cash and Bank Balances	21,896	28,061	28,606
(f)	Short-term Loans and Advances	49,849	42,517	40,617
(g)	Other Current Assets	16,321	16,010	4,567
		1,026,761	**945,482**	**792,762**

CONSOLIDATED PROFIT AND LOSS ACCOUNT

Rs. Million

PARTICULARS	Figures for the Reporting Period		
	Year ended March 31, 2014	**Year ended March 31, 2013**	**Year ended March 31, 2012**
REVENUE FROM OPERATIONS (Gross)	208,561	200,422	148,735
Less: Excise Duty on Sales	10,217	10,920	-
REVENUE FROM OPERATIONS [Net of Excise Duty]	198,344	189,502	148,735
OTHER INCOME	1,420	1,806	2,470
TOTAL REVENUE	199,764	191,308	151,205
EXPENSES			
Cost of Materials Consumed	43,685	36,858	24,569
Changes in Inventories of Finished Goods & Work-in-Progress	637	(2,839)	336
Manufacturing, Construction, Real Estate, Infrastructure Hotel/ Hospitality/ Event & Power Expenses	51,192	48,815	39,641
Employee Benefits Expense	8,943	8,819	6,600
Finance Costs	60,942	45,688	31,341
Depreciation and Amortisation Expense	17,080	14,360	9,516
Other Expenses	30,131	30,434	22,941
TOTAL EXPENSES	212,610	182,135	134,944
Profit/(Loss) before Exceptional, Prior Period Items & Tax	**(12,846)**	**9,173**	**16,261**
Profit on Sale of Shares - Exceptional Items	3,953	-	-
Prior Period Adjustments	153	81	(7)
Profit Before Tax	**(8,740)**	**9,254**	**16,254**
Tax Expense	1,380	3,131	5,584

Current Tax			
Deferred Tax	(3,095)	(1,463)	1,320
Excess Provision for Income Tax in Earlier Years Reversed	-	(186)	(121)
Net Profit/(Loss) after Tax and before Minority Interest and Share in Earnings of Associates	(7,025)	7,772	9,471
Minority Share Holders Interest	(1,222)	(3,153)	(3,141)
Share in Earnings of Associates	(1)	(1)	(1)
Profit/(Loss) for the year	**(8,248)**	**4,618**	**6,329**
Profit/(Loss) from continuing operations	(6,949)	7,349	-
Tax expenses of continuing operations	(1,002)	3,147	-
Profit/(Loss) from continuing operations (after tax)	(5,947)	4,202	-
Profit/(Loss) from discontinuing operations	(3,014)	(1,249)	-
Tax expenses of discontinuing operations	(713)	(1,665)	-
Profit/(Loss) from discontinuing operations (after tax)	(2,301)	416	-
Profit/(Loss) for the year	**(8,248)**	**4,618**	**-**

CONSOLIDATED CASH FLOW STATEMENT

Rs. Million

PARTICULARS	Figures for the Reporting Period		
	Year ended March,2014	**Year ended March,2013**	**Year ended March,2012**
CASH FLOW FROM OPERATING ACTIVITIES:			
Net Profit before Tax and Minority Shareholders Interest as per Statement of Profit & Loss	(8,741)	9,254	16,254
Add back:			
(a) Depreciation & Amortisation	17,165	14,437	9,605
(b) Deferred Revenue on account of advance against depreciation	755	951	791
(c) Finance Costs	60,942	45,688	31,341
(d) Loss on sale of Assets [Net]	249	-	10
	70,370	70,330	58,001
Deduct:			
(a) Interest Income	(1,312)	(948)	(1,613)
(b) Dividend Income	(2)	(4)	(64)
(c) Profit on sale of Assets [Net]	-	(206)	-
(d) Profit on Sale of Equity Shares	(3,953)	(7)	-
(e) Profit on Sale/Redemption of Exchange Traded Funds/ Mutual Funds	(106)	(620)	(793)
(f) Other Income	-	-	(37)
Operating Profit before Working Capital Changes	64,997	68,545	55,494
(a) (Increase)/Decrease in Trade Receivables	(7,937)	(7,428)	(8,660)
(b) (Increase)/Decrease in Inventories	4,101	(4,721)	(2,785)
(c) (Increase)/Decrease in Projects under Development	(3,274)	(10,073)	(8,539)
(d) (Increase)/ Decrease in Loans and Advances [including other Current Assets]	(8,371)	(19,766)	(5,510)

(e) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	(390)	32,621	17,423
Cash Generated from Operations	49,126	59,178	47,423
Deduct:			
Tax Paid	(3,596)	(3,954)	(4,962)
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	**45,530**	**55,224**	**42,461**
CASH FLOW FROM INVESTING ACTIVITIES:			
Outflow:			
(a) Purchase of Fixed Assets [including Capital Work in Progress]	(88,612)	(123,202)	(143,343)
(b) Purchase of Investments in Shares [including Share Application Money]	(549)	(2,115)	(2,882)
(c) Purchase/ Sale of Investments in units of Mutual Fund/ Exchange Traded Fund	-	-	1,774
(d) Miscellaneous Expenditure	-	-	(7)
Inflow:			
(a) Sale/Transfer of Fixed Assets	1,806	927	315
(b) Sale of Investments in Equity Shares	6,028	12	-
(c) Sale of Investments in units of Mutual Fund /Exchange Traded Funds [Net]	2,749	1,057	-
(d) Changes in Fixed Deposits	4,032	3,935	-
(e) Interest Received	1,386	1,349	1,744
(f) Dividend Received	2	4	64
(g) Other Income	-	-	37
NET CASH USED IN INVESTING ACTIVITIES	**(73,158)**	**(118,033)**	**(142,298)**
CASH FLOW FROM FINANCING ACTIVITIES:			
Inflow:			
(a) Increase in Share Capital	-	185	-
(b) Increase in Security Premium (Net of expenses)	2	13,276	4,155

(c) Increase in Minority Interest	1,035	3,590	-
(d) Increase in Capital Reserve	-	1,668	280
(e) Increase in Borrowings (Net of Repayments)	94,854	99,468	89,107
(f) Adjustment in General Reserve	-	-	6
Outflow:			
(a) Finance Costs	(63,879)	(49,782)	(30,036)
(b) Dividend Paid (including Tax on Dividend)	(1,940)	(1,277)	(1,278)
(c) Decrease in Capital Reserve	(4,607)	-	(1,977)
	25,465	**67,128**	**60,257**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**(2,163)**	**4,319**	**(39,580)**
CASH AND CASH EQUIVALENTS AS AT April 1 (OPENING BALANCE)	19,119	14,800	68,186
CASH AND CASH EQUIVALENTS AS AT March 31 (CLOSING BALANCE)	16,956	19,119	28,606

Note: References to financial information relating to Fiscal 2013 are references to financial information presented in the financial statements for the fiscal year ended March 31, 2014 and References to financial information relating to Fiscal 2012 are references to financial information presented in the financial statements for the fiscal year ended March 31, 2013.

EBITDA

The following table sets forth the Company's consolidated EBITDA for the periods specified and a reconciliation to the Company's Profit After Tax for such periods.

Rs. Million

PARTICULARS	For the years ended March 31,		
	2014	**2013**	**2012**
EBITDA	65,176	69,221	57,118
Add (Deduct):			
Depreciation and Amortisation	(17,080)	(14,360)	(9,516)
Tax expense	1,715	(1,482)	(6,783)
Interest expense	(60,942)	(45,688)	(31,341)
Profit on sale of shares & Prior Period Adjustments	4,106	81	(7)
Minority Interest/ Share in Associates	(1,223)	(3,154)	(3,142)
Profit After Tax	**(8,248)**	**4,618**	**6,329**

Note: (1) EBITDA represents net income after adding provisions for interest expense, income tax and depreciation and amortization. EBITDA is not a measure of performance under Indian GAAP and investors should not consider EBITDA in isolation or as an alternative to operating income or net income as an indicator of the Company's operating performance or to cash flow from operating, investing and financing activities as a measure of liquidity, or any other measures of performance under Indian GAAP. Because there are various EBITDA calculation methods, the Company's presentation of EBITDA may not be comparable to similarly titled measures used by other companies.

RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Placement Document, including the risks and uncertainties described below, before making an investment in the Equity Shares. This section should be read together with "Industry", "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as the other financial statements and other financial information included elsewhere in this Placement Document.

The risks and uncertainties described below are not the only risks that our Group currently faces. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, results of operations and financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be material, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, the Equity Shares could decline and you may lose all or part of your investment. In making an investment decision, you must rely on your own examination of our Group and the terms of this Issue, including the merits and risks involved.

This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors including the considerations described below and elsewhere in this Placement Document.

Any reference to "we", "us", "our" or "Group" refers to Jaiprakash Associates Limited, its subsidiaries and joint venture subsidiaries, either on a standalone basis or on a consolidated basis, as the context may require.

The perceptions of us and our management are the same in relation to the risk factors enumerated in this section.

Risks Associated with the Company's Business

Certain consents that are required to be obtained from our lenders under our financing documents for undertaking any further issue of Equity Shares, including for this Issue, have been sought but not obtained which may constitute a default under such financing documents.

Under the terms of certain of our financing documents, we require the consent of our lenders to undertake this Issue. Although we have sought such consents from our lenders, certain consents have not been obtained as of the date of this Placement Document. In addition, we may not have obtained all of the required consents on previous occasions when we incurred additional indebtedness. As a result, there may have been breaches under certain of our financing documents in respect of which we have not sought waivers. While we have informed all our lenders that we are undertaking this Issue (and we have also obtained the consent of ICICI Bank Limited, our lead term lender), there can be no assurance that a lender won't withhold consent for the Issue.

As of March 31, 2014, facilities in respect of which lender consent is required for this Issue amounted to Rs. 110,844 million and accounted for 39.36% of the aggregate principal amount of our outstanding indebtedness. As of March 31, 2014, the aggregate principal amount of facilities for which lender consent for this Issue has not been obtained amounted to Rs. 69,501 million, or approximately 62.70% (which represents 9.57% of the Group's total outstanding indebtedness as of March 31, 2014) of our facilities requiring lender consent.

Defaults under, or the acceleration of, our loans or debentures arising from not obtaining the relevant consents to undertake this Issue or waivers in relation to past defaults or as a consequence of the operation of cross-default or cross-acceleration clauses may, individually or in the aggregate, have a material adverse effect on our business, prospects, financial condition, credit ratings and results of operations. If all or a significant portion of our indebtedness is accelerated and becomes due and payable, it is unlikely that the Company will be able to repay its lenders or debenture holders or bond holders.

Lenders' rights under our financing arrangements may adversely impact our business. Our financing agreements include restrictive covenants.

Our lenders have certain rights under their financing arrangements, including (i) the right to appoint one or more nominee(s) to our Board of Directors during the duration of our loans; and (ii) the right of certain lenders to convert their outstanding amounts into Equity Shares of our Company, in the event of a default under their financing arrangements.

The lenders also have certain rights that restrict the operation and growth of our business during the tenor of the loan, without first obtaining the prior approval of the lenders, including restrictions on (i) undertaking any new projects or leasing any assets; (ii) undertaking expansion, diversification or modernization plans and without having necessary financing in place, as well as investments in associates, allied or group concerns; (iii) paying dividends; (iv) entering into any scheme of merger, consolidation or reorganization or compromise with our shareholders or creditors; (v) effecting any material change in the management of our business; and (vi) issuing new shares, incurring further debt, creating further encumbrances on our assets and undertaking guarantee obligations.

In the event the lenders refuse to grant the requisite approvals, such refusal may adversely impact our business. Further, any breach by us of any of the conditions imposed by such approvals granted by the lenders may be considered an event of default of our obligations under such loan agreements. Any such action by our lenders to declare us in default may trigger cross-default and cross-acceleration clauses under other loan agreements, including the cross-acceleration clause under our FCCBs, which in turn would have a material adverse effect on our business, prospects, financial condition, credit rating and results of operations.

As of March 31, 2014, we are not in compliance with certain financial covenants of our loan agreements. As a result, our lenders may accelerate our debt and we may be at risk of triggering cross-default and cross-acceleration provisions in our other loan agreements.

Some of our and our subsidiaries' loan agreements contain financial covenants, which are typically tested annually based on our and their financial statements as of and for the year ended March 31.We are not presently in compliance with certain of these financial ratios, including certain asset coverage ratios, debt to EBITDA ratios, interest coverage ratios, debt service coverage ratios, EBITDA to net interest expenses, total outsideliability to tangiblenet worth ratios, total debt to tangible net worth ratios, debt to equity ratios and limits on financial guarantees under loans with our domestic and international lenders. The total outstanding principal amount of the loans under which our Company is not currently in compliance with all covenants and ratios amounted to Rs. 100,794 million which constitutes 35.77% of our Company's total principal amount of standalone indebtedness of Rs. 281,640 million as of March 31, 2014. As of the date of this Placement Document, our lenders have not taken any action in relation to such non-compliance. There is a risk that our lenders may take action to declare us in default of our agreements and accelerate our debt. Any such action by our lenders to declare us in default may trigger cross-default and cross-acceleration clauses under other loan agreements, including the cross-acceleration clause under our FCCBs, and would have a material adverse effect on our business, prospects, financial condition and results of operations.

There is a risk that our lenders may take action to declare us in default of our agreements and accelerate our debt. Any such action by our lenders to declare us in default will likely trigger cross-default and cross-acceleration clauses under other loan agreements and will trigger the cross-acceleration condition under our FCCBs, which would have a material adverse effect on our business, prospects, financial condition, credit rating and results of operations. If all or a significant portion of our Company's indebtedness is accelerated and becomes due and payable, it is unlikely that we will be able to repay its lenders or debenture holders or bondholders.

We are subject to penalties imposed by the Competition Commission of India.

The Competition Commission of India ("**CCI**") passed an order on June 20, 2012 in relation to a complaint filed by the Builders Association of India against the Cement Manufacturer's Association (the "**CMA**") and 11 cement manufacturers, including us. The CCI held the cement manufacturers guilty of cartelization in the cement industry and as a result, imposed a penalty, at the rate of 0.5 times of the net profit for the financial years 2009-2010 and 2010-2011, of Rs. 13,236 million on our Company.

Our Company has filed an appeal against the said order before the Competition Appellate Tribunal "**COMPAT**"). The matter is currently pending before the COMPAT. However, the COMPAT has ordered a deposit of 10% of the amount of penalty imposed by CCI. Our Company filed an appeal against the order of the COMPAT inter-alia, requesting for stay of the COMPAT order and that the profit from "Cement" (in respect whereof the cartel is alleged) be reckoned for the purpose of deposit/ penalty instead of the entire profits for all our businesses. The Supreme Court granted leave to us to make the necessary request to this effect before the COMPAT and all companies were directed to deposit the 10% amount as per the order of COMPAT, which was done by us and the necessary application to consider the 'profit from cement' only has been filed and admitted. The 50% of the profit from cement business amounts to Rs. 2,377 million as against a profit of Rs. 13,236 million calculated by the CCI on our profitability, as a whole. The matter is currently pending before COMPAT. For further details please refer to the section titled "*Legal Proceedings*".

We have not made any provision for the penalty imposed by the CCI in our financial statements. There can be no assurance that we will be successful in our appeal. The failure of the appeal and the payment of the penalty may have a material adverse effect on our reputation, business, financial condition and prospects.

Further, the State of Haryana has lodged a complaint with the CCI alleging bid rigging by various cement manufacturers, including us. The CCI with its order dated January 2, 2014 has ordered an investigation in respect of this complaint. The outcome of this investigation may have a material adverse effect on our reputation, business, financial condition and prospects. For further details please refer to the section titled "*Legal Proceedings*".

We are subject to damages imposed by the Himachal Pradesh High Court in relation to compliance with environmental laws.

The High Court of Himachal Pradesh in an order dated May 4, 2012 imposed damages on our Company (aggregating Rs. 1,000 million, to be paid in four installments ending on March 31, 2015) for alleged violation of various provisions of environmental laws in the state of Himachal Pradesh in relation to its grinding and blending unit at Bagheri. In addition, the High Court of Himachal Pradesh ordered our Company to dismantle the thermal power plant attached to the grinding unit within three months from the date of the order. The review petition filed by our Company was also dismissed. Our Company filed a special leave petition ("**SLP**") before the Supreme Court of India on August 3, 2012 against the High Court order dated May 4, 2012. The SLP has been admitted by the Supreme Court of India. However, while disposing of our interim application for stay, the Supreme Court of India has ordered the Company to deposit damages in accordance with the installments specified in the order dated May 4, 2012 with the Government of Himachal Pradesh and also ordered the hearing of the SLP to be expedited. Our Company has deposited the first three installments of Rs. 250 million each with the Chief Secretary, Government of Himachal Pradesh in accordance with the said order of the Supreme Court of India. The matter is currently pending. For further details please refer to the section titled "*Legal Proceedings*".

Based on the Ministry of Environment and Forests ("**MoEF**") notification of 1999, our view was that it did not require any environmental clearances for setting up a grinding and blending unit. During the course of the proceedings before the High Court of Himachal Pradesh and the Supreme Court of India, the MoEF has also, pursuant to affidavits, confirmed our understanding that no environmental clearances were required. In respect of dismantling the captive thermal power plant, since we had only undertaken civil works and as the plant had not been set up, there was no further action required on our part to dismantle it.

There can be no assurance that we will be successful in our application. The failure of the application and the payment of the damages may have an adverse effect on the our business, financial condition, prospects and results of operations.

The revenues contributed by BASPA II hydroelectric power plant, Karcham-Wangtoo hydroelectric power plant may not be available to us in the future.

The Board of Directors at its meeting held on March 1, 2014 decided to monetize two of our operating power projects, namely the BASPA II hydroelectric power plant and the Karcham-Wangtoo hydroelectric power plant. The divestment is proposed by way of spin-off of the BASPA II hydroelectric plant and the Karcham-Wangtoo hydroelectric power plant into two separate wholly owned subsidiaries, namely HBPCL and HKPCL respectively, through a scheme of arrangement to be sanctioned by the Honorable High Court of Himachal Pradesh or National Company Law Tribunal pursuant to the provisions of the Companies Act, 2013 as a 'going concern' basis, along with all the assets and liabilities relating to such projects. After such divestment, the entire share capital of HBPCL and HKPCL will be transferred to a consortium of purchasers comprised of: (a) TAQA India Power Ventures Private Limited (a wholly-owned (99.99%), indirect subsidiary of Abu Dhabi National Energy Company PJSC; (b) Indo-Infra Inc. (a wholly-owned subsidiary of Public Sector Pension Investment Board, a Canadian Crown Corporation; and (c) India Infrastructure Fund-II (a Category-I Alternative Investment Fund (sub category Infrastructure Fund) registered with the Securities Exchange Board of India and acting through IDFC Alternatives Limited. While we have signed a share purchase agreement, it is subject to certain conditions precedent and approvals and we cannot assure you that such conditions precedent will be met or approvals obtained. The BASPA II hydroelectric power plant contributed 2.17%, 1.71% and 1.60% of our total income from operations in Fiscal 2012, 2013 and 2014 respectively. The Karcham-Wangtoo hydroelectric power plant contributed 5.86%, 6.79% and 6.21% respectively of our total income from operations in Fiscal 2012, 2013 and 2014 respectively. Upon successful transfer of the BASPA II hydroelectric power plant and the Karcham-Wangtoo hydroelectric power plant, the revenues from such hydroelectric power plants shall not be available to us. For further details please refer to the section titled "*Recent Developments*".

The revenues contributed by Bokaro Jaypee Cement Limited may not be available to us in the future.

Pursuant to a share purchase agreement dated March 24, 2012, we have agreed to sell our entire share holding of 74% (98,901,000 equity shares of Rs. 10 each owned by us), in Bokaro Jaypee Cement Limited, which is currently operating the Bokaro cement plant, to Dalmia Cement (Bharat) Limited subject to receipt of necessary approvals for a total consideration of Rs. 6,897 million. While we have signed a share purchase agreement, it is subject to certain conditions precedent and approvals and we cannot assure you that such conditions precedent will be met or approvals obtained. Bokaro Jaypee Cement Limited contributed towards 1.82%, 3.29% and 3.72% of our total income from operations in Fiscal 2012, 2013 and 2014 respectively. Upon successful transfer of the Bokaro Jaypee Cement Limited, the revenues from Bokaro Jaypee Cement Limited shall not be available to us. For further details please refer to the section titled "*Recent Developments*".

The revenues contributed by Gujarat cement plant shall not be available to us in the future.

JCCL, pursuant to an agreement dated September 11, 2013, has sold the Gujarat cement plant to Ultratech Cement Limited, for an enterprise value of Rs. 38,000 million (besides the net actual working capital), by way of a scheme of arrangement which was sanctioned by the Honorable Allahabad High Court. The Gujarat cement plant contributed 7.10%, 6.64% and 3.75% of our total income from operations in Fiscal 2012, 2013 and 2014 respectively. The revenues from the Gujarat cement plant shall not be available to us in the future. For further details please refer to the section titled "*Recent Developments*".

Our Group has incurred a net loss in Fiscal 2014.

For Fiscal 2014, our Group has incurred a net loss of Rs. 7,025 million as compared to a net profit of Rs. 7,772 million in Fiscal 2013. We cannot assure you that our Group will not incur any further losses in future financial years. For further details please refer to the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*".

The Company may in the future restructure its assets in order to reduce the debt of our Group.

We are continuously examining proposals for leveraging our Group's asset base and reducing the debt of our Group for the overall advantage of its stakeholders. These proposals include consolidation, demerger and / or disinvestments of our and / or our Group's assets. JPVL has agreed to divest the BASPA II HEP and the Karcham Wangtoo HEP in favor of TAQA India Power Ventures Private Limited and other purchasers. JCCL, pursuant to an agreement dated September 11, 2013, has sold the Gujarat cement plant to Ultratech Cement Limited, for an enterprise value of Rs. 38,000 million (besides the net actual working capital), by way of a scheme of arrangement sanctioned by the Honorable Allahabad High Court. In addition,, pursuant to a share purchase agreement dated March 24, 2012, we have agreed to sell our entire share holding of 74% (98,901,000 equity shares of Rs. 10 each owned by it), in Bokaro Jaypee Cement Limited to Dalmia Cement (Bharat) Limited for Rs. 6,897 million. We cannot assure you that we will not consolidate, demerge or divest or any assets of our Group in the future. In the event we decide to disinvest any asset of our Group, the revenues from such asset will not be available us.

We are subject to various risks with respect to its engineering and construction business in various sectors.

A significant number of our contracts are and will continue to be awarded following competitive bidding. The revenue, cost and gross profit realized on a contract may vary from original estimates because of, among other things, changes in project conditions, fluctuations in costs of raw materials, variations in labor and equipment costs or productivity and weather conditions. These variations and the risks generally inherent in the engineering and construction business may result in gross profits realized by us being different from those originally estimated and may result in our Company experiencing reduced profitability or losses on projects. Depending on the size of a project, these variations from estimated contract performance could have a material adverse effect on our operating results for any particular fiscal or interim period.

Regardless of the type of project, the engineering and construction business is subject to unusual risks, including unforeseen conditions encountered during construction, the impact of inflation upon costs and financing requirements of clients, changes in political and legal circumstances, particularly since contracts for major projects are performed over an extended period of time and damages payable due to delays in projects.

We also provide performance guarantees in relation to certain of our projects and other activities. In the event of non-performance of specified obligations, we may be liable to pay out significant amounts. Although we seek to minimize and spread its risks over a large number of projects, a combination of circumstances may result in significant losses on a particular project.

Although we maintains insurance in respect of our engineering and construction projects in accordance with industry standards in India, there can be no assurance that such insurance will be sufficient to cover liabilities resulting from claims relating to our engineering and construction projects. See "*Business — Insurance*".

Adverse conditions in the main markets in which our Group's cement plants and facilities are located and business is conducted could have a negative effect on our Group's business.

Demand for our Group's cement is significantly affected by general economic activity in the areas where our manufacturing plants and other business operations are located, as well as by adverse weather conditions which are not conducive to home building, or which may affect harvests, and thus impact on the spending power of our Group's target retail customers. As a practical matter, it is generally less economic to sell cement more than 600 kilometers from where it is produced and, accordingly, our Group is generally subject to the prevailing conditions in the markets where its cement is produced.

The cement industry in India has historically been subject to cyclical variations reflecting a number of factors, including monsoons, economic activity, particularly in the housing and building sectors, and levels of and changes in interest rates. No assurance can be given that cement consumption will not decrease, or that rates of consumption will return to those that have previously been experienced. Any decrease in consumption could have a material adverse effect on the results of operations and profitability of our Group's cement business.

If our Group cannot respond adequately to increased competition in the future, it may lose market share and its profits may go down.

Historically, our Group has faced limited competition in India for certain of our businesses, including our engineering and construction business. Substantial trade barriers have restricted foreign competition in India. India has new economic policies which have created opportunities for increased competition in engineering and construction related businesses, especially from foreign companies forming joint ventures with other Indian engineering and construction companies. While, our Group believes that the liberalization of the Indian economy creates attractive business opportunities for us, we also anticipate that competition from both Indian and foreign companies will increase in relation to our engineering and construction activities. Although our Group has a business strategy which seeks to minimize the effects of such competition, there can be no assurance that such competition will not erode our Group's historical profit margins.

The Indian cement industry has in the past been and is presently characterized by excess capacity and intense competition. Our Group may be required to lower the prices we charge for our products in response to such competition, which could adversely impact the operating revenue and profitability of the cement business of our Group.

There was a large increase in demand for cement in India in the mid-1990s, which led to Indian cement companies substantially expanding their capacities.

The long lead time required to add or expand capacity has also led to demand and supply imbalances. The long lead time also makes it more difficult for Indian cement companies to estimate the balance of future supply and demand. This uncertainty is compounded by the fact that, with approximately 45 active cement companies, India is a much more fragmented cement market than the cement markets in most other cement producing countries.

Our Group faces intense competition from other cement companies, including some that are subsidiaries of or joint ventures with international cement companies. These competitors may limit our Group's ability to expand its business into new markets and may compete with our Group on product pricing. In addition, our Group is also subject to competition from numerous smaller, localized competitors who generally try to gain market share by discounting their prices, thereby requiring cement companies, including our Group, to lower prices so as to maintain their respective market shares. This forced reduction in prices, could have a material adverse effect on the results of operations and profitability of our Group. The level of competition among cement producers has at times resulted in downward pricing pressures. Current and potential competitors may also introduce new and more competitive products and ancillary services, make strategic acquisitions or establish cooperative relationships among themselves or with third parties, thereby increasing their ability to address the needs of the target customers of our Group.

Although our Group believes that its current cost structure enables it to compete with its main competitors, there can be no assurance that we will be able to compete successfully in the future. If our Group is unable to price our products competitively, provide competitive products or services or expand into new markets, this could have a material adverse effect on our business, financial condition and prospects.

Our engineering and construction revenues are highly dependent upon a limited number of customers.

A significant proportion of our engineering and construction revenue has historically been derived from a limited number of customers. The nature of our engineering and construction business is such that it is heavily reliant upon the ability of a relatively small number of customers to pay amounts due to us for services provided. A failure to pay amounts due by a number of these clients at any one time could have a material adverse effect on our cash flows and operations.

We rely heavily upon central and state governments and public sector undertakings ("**PSUs**", in which central and/or state governments hold a majority stake) for executing large scale infrastructure projects in India. PSUs can be subject to political influence; there have been instances in India where a party has been awarded a contract by a PSU, which was subsequently rescinded for reasons not connected to the project or the successful party. Additionally, many of our projects are public sector sponsored projects and these are often subject to delay, which could have a material adverse effect on our results of operations and profitability.

While the financial implication of such disputes individually may not be significant, any adverse adjudication in these matters may have a material adverse impact on our Group's business. There can be no assurance that our Group will be able to procure land for its business in the future. There can also be no assurance that our Group will not receive any adverse adjudication in the disputes relating to land acquisition. Any such factors could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our real estate business of is linked to the prevailing real estate market conditions and the availability of financing for buyers in India.

Our real estate business is linked to the prevailing real estate market conditions in India and could be affected if market conditions become unfavorable. The real estate market in India is significantly influenced by the prevailing economic environment, income and employment levels, regulatory regime and the availability of funding. Further increases in interest rates could impact the availability of finance to prospective real estate buyers thus ultimately affecting the demand for real estate. A downturn in one or a combination of these factors may adversely influence our real estate business which could have a material adverse effect on our results of operations and profitability.

The real estate business of our Group is not geographically diversified.

The real estate business of our Group is primarily based on developments along the Yamuna Expressway and Noida. Accordingly, our Group is exposed to the risks associated with the geographical concentration of its real estate developments. There can be no assurance that the demand for real estate along the Yamuna Expressway and Noida region will be sustainable. There can also be no assurance that we will be able to realize the benefits of our real estate developments which we expect to receive from the Yamuna Expressway.

Our Group's future land acquisition transactions may not be completed and may be subject to disputes from time to time.

As part of our land acquisition process for our various business segments, we enter into purchase agreements or memoranda of understanding with third parties, including state governments, prior to the transfer of interest or conveyance of title of land to our Group. Such third parties may own the lands themselves or have contracts to purchase such lands from the current owners. There can be no assurance that these third parties will be able to satisfy their conditions within the time frames stipulated in the purchase agreements or memoranda of understanding, or at all.

Our hospitality business is subject to economic conditions and is seasonal in nature.

The ownership and management of hotels is subject to various risks and there can be no assurance that the hotel properties will be operated profitably. The operating income derived from, and value of, our hotel properties will be subject to many factors beyond our control. These factors include changes in the supply and demand for hotel services, changes in international, national or regional economic conditions, changes in travel patterns, governmental regulations which influence or determine wages, prices, interest rates and construction procedures; the cost and availability of electricity and water; and the cost and availability of credit. Our hotels are subject to low revenue during varying seasons in the country. In particular, during India's summer and monsoon seasons international travelers to, and domestic travelers in, India are substantially fewer.

Hotels in our portfolio have certain fixed costs that it may not be able to adjust to in a timely manner in response to a reduction in demand and revenues, and rising expenses could materially adversely affect our business, financial condition and results of operations.

The fixed costs associated with owning hotels, including committed maintenance costs, property taxes, leasehold payments and maintaining minimum levels of services may be significant. We may be unable to reduce these fixed costs in a timely manner in response to changes in demand for services, and failure to adjust our fixed costs may adversely affect our business, financial condition and results of operations. Moreover, our properties may be subject to increases in operating and other expenses due to increasing age of the property and increases in property and other tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance and administrative expenses.

We are subject to ongoing enforcement directorate investigations.

The Directorate of Enforcement, Ministry of Finance, Government of India ("**ED**") initiated an investigation against our Company pursuant to its letter dated February 12, 2008. The ED in its letter had us to furnish details with respect to any offerings of American depositary receipts, global depositary receipts and foreign currency convertible bonds that we had undertaken since 2004 along with other documents and clarification. We have furnished all information required by the ED, from time to time between 2008 and December 2012 in respect of the FCCBs/ECBs raised between 2005 and 2007 and the investigation remains pending. See "*Legal Proceedings*".

There can be no assurance of the outcome of this investigation. There can also be no assurance that the ED will not impose a penalty or sanctions against us as a result of its investigation, which may have a material adverse effect on our ability to raise financing and our business, financial condition and prospects.

There are outstanding legal proceedings against us, its subsidiaries and Directors, which if determined adversely, could affect its operations.

We are involved in several legal proceedings in India, as plaintiff and as defendant.

These legal proceedings are pending at different levels of adjudication before various courts, tribunals, the CCI and their appellate bodies.

Such legal proceedings could divert management time and attention, and consume financial resources in defense or prosecution of such legal proceedings. No assurance can be given that we will be successful in all, or any, of such proceedings.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable. Should any new developments arise, such as a change in Indian law or rulings against it by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. For further details, please refer to the section titled "*Legal Proceedings*".

The growth of our Group is dependent on the successful and timely completion of new plants, projects and other facilities and the optimization and modernization of its existing plants, and other facilities.

Our Group intends to continue its growth through the construction of cement plants, captive power units and grinding units and by increasing output capacity through optimization and modernization schemes. Our Group also intends to grow its power business and has diversified into thermal power plants in addition to its existing hydro power projects. The construction and expansion of these plants and power projects involves substantial capital expenditure and other risks associated with major projects, such as cost overruns, delays in implementation and damages payable therefor, technical and economic viability and changes in market conditions, any of which may have a material adverse effect on the results of operations and profitability of our Group.

Our Group acts as its own project manager for its construction projects. Given its experience in construction, our Group does not intend to enter into turnkey construction contracts and undertakes the civil works on its plants and facilities, and therefore faces the risk that we will have to fund any project delays or cost overruns on such projects. Although our Group builds contingencies into our expected total project costs, there can be no certainty that such contingencies will be sufficient to fund any such costs. Any project delays or cost overruns on its projects could have a material adverse effect on the results of operations of our Group. In addition, any project delays or cost overruns could lead to an early termination of the relevant project contract by our Group's counterparties.

Our future growth may depend on our ability to raise new capital and obtain financing.

Our strategy of growth through the optimization and modernization of existing facilities and equipment, construction of new facilities, and implementation of build, own and operate projects, requires substantial investment and is dependent on our ability to finance these projects and other investments out of retained profits or new capital. If our financial performance in the future fails to meet the expectations of our lenders and investors, there can be no assurance that we will be able to raise the new capital required to fund our growth or that such financing will be obtained on satisfactory terms.

In addition, we are subject to a number of risks associated with debt financing, including the risk that cash flow from our operations will be insufficient to meet required payments of principal and interest, the risk that, to the extent that we maintain floating rate indebtedness, interest rates will fluctuate, and the risk that we may not be able to obtain refinancing on favorable terms when required. Although we anticipates that we will be able to repay or refinance existing debt, and any other indebtedness when it matures, there can be no assurance that we will be able to do so.

Our Group's fertilizer plant of Kanpur Fertilizers and Cement Limited in Panki industrial area can only be run on natural gas.

The fertilizer plant, which has a capacity to produce 0.722 TPA of urea, belonging to Kanpur Fertilizers and Cement Limited located in Panki industrial area was originally constructed for commercial production on naphtha as feedstock in June, 2012. However, as directed by the Ministry of Fertilizers, GoI only natural gas is being used as a feedstock to run the plant. Since the plant has a single source of feedstock any disruption in the supply of natural gas or any variation in the price of natural gas may materially and adversely affect our Group's business, financial condition and results of operations.

Our Group's fertilizer business is dependent on the policy of the GoI in relation to agriculture.

Our fertilizer business is dependent on the implementation of the central and state budget allocations to the agriculture sector. Our fertilizer prices are subsidized in accordance with the New Pricing Scheme (NPS-III) policy of the GoI. Under the NPS–III, our Group receives payments from the GoI based on certain parameters including but not limited to buffer stock, freight charges and nutrients present in the fertilizer we produce. Any adverse changes, if any, in the government policy or any delay in the release of payments, relating to the subsidies, by the GoI to our Group may materially and adversely affect our fertilizer business, financial condition and results of operations.

Our Promoters have pledged a portion of the Equity Shares in favor of lenders who may exercise their rights under the pledge agreements upon the occurrence of events of default.

Our Promoters have pledged a portion of the Equity Shares in favor of lenders as security for the loans provided to us. If we default on our obligations under the relevant financing documents, the lenders may exercise their rights under the share pledges, have the shares transferred to their names and exercise management control over us. If this happens, we may not be able to conduct our business as planned, or at all.

We are subject to risks arising from interest rate fluctuations.

Changes in interest rates could affect our results of operations. If the interest rates for our existing or future borrowings increase significantly, its cost of servicing such debt will increase. Although we have on occasions entered into cost reduction arrangements or hedging arrangements against interest rate risks, there can be no assurance that these arrangements will successfully protect us from losses due to fluctuations in interest rates.

Foreign exchange rate fluctuations may adversely affect our results of operations.

We report our financial results in Rupees, but a significant portion of our expenses such as interest and principal obligations under the terms of our foreign debt are denominated in, or linked to, U.S. dollars or other foreign currencies. As of March 31, 2014, 6.26% of our consolidated indebtedness is denominated in U.S. dollars or other foreign currencies. The exchange rate between the Rupee and the US dollar or other foreign currencies has changed substantially in recent years and any substantial fluctuation in the future may materially and adversely affect our business, financial condition and results of operations.

The inability of our Group to obtain, renew or maintain its statutory and regulatory permits and approvals required to operate its business may have a material adverse effect on its business.

Our Group requires certain statutory and regulatory permits and approvals to operate its business. In the future, our Group will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations. While our Group believes that it will be able to renew or obtain such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by our Group or at all. Failure by our Group to obtain, renew or maintain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our results of operations and profitability.

Our Group is dependent upon the continued supply of raw materials, the supply and costs of which can be subject to significant variation due to factors outside our control.

Our Group currently relies on a number of domestic suppliers to provide certain raw materials, including coal, fuel, cement, steel, building products, electricity and support services. Our Group believes that comparable supplies are available from other established suppliers. However, if our Group is unable to continue to obtain adequate supplies of materials or services in a timely manner or on acceptable commercial terms, or if there are significant increases in the cost of these supplies, the business and results of operation of our Group may be materially and adversely affected.

As a substantial portion of our Group's annual coal requirement is sourced from coal mines owned by Government undertakings, our Group is exposed to the risk of increases in coal prices by the Government. In addition, the Government appointed coal linkage committee determines the amount of coal our Group and other users of coal can source from a particular mine. The quality of coal, especially its carbon content, may vary significantly depending upon the quality of the reserves from which the coal originates. Any deterioration in the quality of the coal supplied to our Group may adversely impact on the ability of our Group to manufacture power and / or cement to acceptable yield levels and quality standards and may have an adverse effect on the operations of our Group. In addition, the Comptroller and Auditor General ("**CAG**") of India in 2012 tabled a parliamentary report which alleged that the Government had allocated coal blocks to private firms without going through a competitive bidding process and that excess coal reserves may have been improperly allocated to such companies, including us. There can also be no assurance that there will not be a reallocation of the coal blocks pursuant to the report. Even if our Group is able to obtain acceptable substitute raw materials, our Group could incur increased expenses in procuring them from alternative sources and may suffer reduced profit margins which could have an adverse impact on the business of our Group. These factors could result in an increase in the operating expenses of our Group and, if we are unable to pass these increased costs on to consumers, it could have a material adverse effect on our Group's operating margins and profitability.

Our Group is reliant upon mining rights for its cement operations.

Our Group obtains limestone, the key raw material for cement production, as well as shale, clay and silica sand, from quarries adjacent to its sites. As of the date of this Placement Document, our Group has mining rights over 12,545.982 hectares of land in different states in India. Our Group's mining rights have initial terms of 20 to 40 years and are thereafter subject to renewal on revised terms. Our Group's mining rights are subject to compliance with certain conditions, and various state and central governments have the power to take action with respect to such mining rights, including imposing fines or restrictions or revoking such mining rights. Although our Group believes that its mining rights are sufficient to meet current and projected production levels, if its mining rights were revoked or were not renewed upon expiration, or significant restrictions on the usage of the rights were imposed, its ability to operate its plants adjacent to the affected mining sites at their optimum capacity could be disrupted until alternative limestone sources were located, which in turn could have a material adverse effect on the financial condition and results of operations of our Group.

Our Group depends on its distribution network for the sales and distribution of its cement products.

Our Group relies on an extensive network of authorized dealers, consignment stockists and distributors for the sale and distribution of its cement products and for collection of payments. As its authorized dealers and sales promoters have day to day contact with customers, our Group is exposed to the risk of these dealers failing to adhere to the standards set for them in respect of sales and after-sales service, which in turn could affect the customers' perception of the brands and products of our Group. In addition, some of its authorized dealers and sales promoters are retained on a non-exclusive basis and could engage in other competing businesses. If competitors provide better incentives to these dealers and promoters than the incentives provided by our Group, it could result in these dealers and promoters promoting the products of competitors instead of our Group's products, which in turn could have a material adverse effect on the results of operations and profitability of our Group.

Our Group's success depends on a smooth supply and transportation of the various inputs required for our engineering and construction, power, cement and real estate business and of cement from plants to its customers, both of which are subject to various uncertainties and risks.

The engineering and construction, power, cement and real estate business relies on steady supplies of various inputs including coal, cement, steel and fuel. Some of these are transported by land transport, which is subject to various bottlenecks and other hazards beyond the control of our Group, including poor road and other transport infrastructure, weather and civil commotion or unrest. Either an increase in the prices of these inputs or a failure to maintain a continuous supply could have an adverse effect on the business, financial condition and prospects of our Group. In addition, cement is a perishable product, since its quality deteriorates upon contact with moisture over a period of time. A disruption in the supply chain to customers could result in an adverse effect on the business, financial condition and prospects of our Group. Our Group maintains business interruption insurance with respect to only some and not all of its operations.

Although our Group has not encountered any significant disruption to the supply and transportation of inputs and finished products, no assurance can be given that no such disruption will occur in the future as a result of these factors. If our Group were to experience such disruptions, it could have a material adverse effect on the results of operations and profitability of our Group.

We may not have sufficient insurance to mitigate our aviation related business risks.

Operating non-scheduled air transport services involves many risks and hazards that may adversely affect our Group's operations, and the availability of insurance is therefore fundamental to our Group's operations. However, insurance cover is generally not available, or is prohibitively expensive, for certain risks, such as mechanical breakdowns. Further, our Group has in the past and may in the future elect not to obtain insurance for certain risks facing our business. Our Group believes that the insurance coverage is generally consistent with industry practice. To the extent that any uninsured risks materialize, our Group's operations and financial condition could be adversely affected.

Our Group does not have any long-term contracts with our customers or distributors, in relation to our agricultural business, which may adversely affect our results of operations.

Our Group does not have any long-term contract with any of our agricultural buyers/ distributors or any marketing tie up for our products with any of retail chain operators etc. Any change in the buying pattern of our end users can adversely affect the business of our Group. Our Group's inability to sell its products may adversely affect our business and profitability in future. Further, our Group sells its products with the help of a distribution network comprised of various distributors. These distributors further take the help of various retailers who sell our products to end users. Our Group does not have any long term agreement with the distributors. In the absence of any long term agreement, our Group's inability to maintain our existing distribution network or to expand it further as per the requirement of our proposed increased utilization of our existing capacities, can adversely affect our Group's revenues. In case, our Group is not able to market its manufactured products, it may adversely affect our operations and profitability.

Labor disputes could affect our Group's operations.

Our Group's operations depend upon the productivity of our labor force. Relations with employees could deteriorate due to disputes related to, inter alia, wage or benefit levels. In the event of any labor dispute, our Group's business and results of operations could be adversely affected. For further details, please refer to the section titled "*Business — Employees and Employee Relations*".

The operations of our Group are subject to environmental, health and safety laws and regulations.

The business operations of our Group are subject to various Indian national and state environmental laws and regulations relating to the control of pollution in the various locations in India where it operates. In particular, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liability to the Government and third parties, and may result in our Group incurring costs to remedy such discharge or emissions. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of production or a material increase in the costs of production or otherwise have a material adverse effect on the financial condition and results of operations of our Group. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on our Group or result in the need for additional investment in pollution control equipment, either of which could adversely affect the business, financial condition or prospects of our Group. We are subject to various environmental legal proceedings in the course of our business. For example, we are involved in legal proceedings in relation to the construction of certain of our projects near the Okhla Bird Sanctuary, which are currently subject to receipt of environmental clearance from the National Green Tribunal. The National Green Tribunal has suspended all environmental clearances pending the issuance of further notification by the Ministry of Environment and Forest. Such legal proceedings could divert management time and attention, and consume financial resources in defense or prosecution of such legal proceedings or cause delays in the construction, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings. For further details, please refer to the section titled "*Legal Proceedings*".

If there is a change in tax regulations, the tax liabilities of the Company may increase and thus adversely affect our financial results.

Currently, we enjoy certain fiscal benefits under Indian income tax laws. Any changes in these laws, or their application in matters such as tax exemption on export income and transfer pricing, may increase our tax liabilities and thus adversely affect its financial results.

We are controlled by certain shareholders and, if they take actions that are not in the Shareholders' best interests, it may harm the value of an investment in the Equity Shares.

As of March 31, 2014, 45.08% of the issued and outstanding Equity Shares are owned by the Promoters and Promoter Group. Consequently the Promoters and Promoter Group are likely to have the ability to exercise significant control over most matters requiring approval by shareholders, including the election and removal of directors and significant corporate transactions. This control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if that was in the best interests of shareholders as a whole.

We are dependent on the expertise and experience of our Directors, senior management and skilled employees and our profitability and results of operations may be adversely affected by the departure of our Directors, senior management and experienced skilled employees or our inability to attract new skilled employees.

We are dependent on its Directors and senior management for setting the strategic direction and managing our business, both of which are crucial to our success. Also, a significant number of our employees are skilled personnel and due to their limited supply, we may face strong competition to recruit and retain skilled and professionally qualified staff. Our continued success also depends upon our ability to attract, recruit and retain a large group of experienced professionals and staff. The loss of the services of our senior management, including directors, or our inability to recruit, train or retain a sufficient number of experienced personnel could have a material adverse effect on our operations and profitability. Our ability to retain experienced staff members as well as senior management, including our Directors, will in part depend on our maintaining appropriate staff remuneration and incentive schemes. There is no assurance that the remuneration and incentive schemes we have in place will be sufficient to retain the services of the senior management and skilled employees.

All of the revenues of Jaiprakash Power Ventures Limited's Baspa II HEP and Vishnuprayag HEP will be derived from the supply of power to a single client. Further, a substantial portion of the revenues from the Karcham Wangtoo HEP will be derived from a single client.

Jaiprakash Power Ventures Limited ("**JPVL**") will rely on a single customer for all income in respect of two of its hydro power projects, Baspa II HEP (300 MW) and Vishnuprayag HEP (400 MW). Under the relevant power purchase agreement, JPVL is required to sell the entire power available for sale generated by these power plants to the respective state electricity boards. With respect to the Karcham Wangtoo HEP up to 80% of the saleable power produced from the Karcham Wangtoo HEP shall be sold to PTC.

Any material failure or inability, financial or otherwise, on the part of the relevant customer to fulfill its obligations under the relevant power purchase agreement would have a material adverse effect on the business and operations of JPVL.

Our subsidiaries which operate power plants may face competition on termination of the relevant power purchase agreement.

In the recent past, a number of independent power plants have been set up across the country. In the event the relevant power purchase agreement entered into by the relevant Group subsidiary is terminated prematurely, there can be no assurance that such subsidiary will be able to enter into similar arrangements and, accordingly, such subsidiary will be exposed to competition. Failure of the subsidiaries to compete effectively in this scenario could have a material adverse effect on our business and operations.

The Companies Act, 2013 has effected significant changes to the existing Indian company law framework and SEBI has introduced changes to the listing agreement, which are effective from October 1, 2014, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offer document, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of aprovision allowing the initiation of class action suits in India against companies by shareholders or depositors, arestriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors, insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. We may also need tospend, in each financial year, at least 2.0% of our average net profits during the three immediately preceding financial years towards corporate social responsibility activities. Further, the Companies Act, 2013 imposes greater monetary and other liability on our Company and Directors for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 has introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations issued bySEBI). Recently, SEBI issued revised corporate governance guidelines which are effective from October 1, 2014. Pursuant to the revised guidelines, we will be required to, inter alia, appoint at least one woman director on our Board, establish a vigilance mechanism for directors and employees and reconstitute certain committees in accordance with the revised guidelines. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 or the revised SEBI corporate governance norms, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

Risks Associated with India

Acts of terrorism and other similar threats to security could adversely affect our business, cash flows, results of operations and financial condition.

Increased political instability, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several regions in which we operate, strained relations arising from these conflicts and the related decline in consumer confidence may hinder our ability to do business. Any escalation in these events or similar future events may disrupt our operations or those of our customers and suppliers and could affect the availability of raw materials needed to produce our products or the means to transport those materials to our facilities and finished products to customers. These events have had and may continue to have an adverse impact on the global economy and customer confidence and spending in particular, which could in turn adversely affect our revenue, operating results and cash flows. The impact of these events on the volatility of global financial markets could increase the volatility of the market price of our securities and may limit the capital resources available to us and to our customers and suppliers.

Natural disasters could have a negative impact on the Indian economy and damage our Group's facilities.

Natural disasters such as floods, earthquakes or famines have in the past had a negative impact on the Indian economy. If any such event were to occur, our Group's business could be affected due to the event itself or due to our Group's inability to effectively manage the effects of the particular event. Potential effects include the damage to infrastructure and the loss of business continuity, business information or inventories of raw materials or finished goods. For example, the Vishnuprayag hydroelectric power plant was shutdown from June 16, 2013 to April 12, 2014 due to the floods in Uttarakhand.In the event that our Group's facilities are affected by any of these factors, our Group's operations may be significantly interrupted, which may have a material adverse effect on our business, results of operations, financial condition and prospects.

Political instability or significant changes in the economic liberalization and deregulation policies of the Government of India or in the government of the states where our Group operates could disrupt our business.

The Indian Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Group's businesses, and the market price and liquidity of our securities may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments in or affecting India.

In recent years, India has been following a course of economic liberalization and our Group's business could be significantly influenced by economic policies followed by the central government. Further, our Group's businesses are also impacted by regulation and conditions in the various states in India where our Group operates. Since 1991, successive central governments have pursued policies of economic liberalization and reforms.

However, we cannot assure you that such policies will continue in the future. Indian government corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. A significant change in India's economic liberalization and deregulation policies, in particular, those relating to the businesses in which we operate, could disrupt business and economic conditions in India generally and, our businesses in particular.

Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Capital gains arising from the sale of the Equity Shares are generally taxable in India. Any gain realized on the sale of the Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax, or STT, has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the Equity Shares are sold. Any gain realized on the sale of the Equity Shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of the Equity Shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the Equity Shares. For more information, see "Taxation". However, capital gains on the sale of the Equity Shares purchased in the Issue by residents of certain countries will not be taxable in India by virtue of the provisions contained in the taxation treaties between India and such countries.

Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including, but not limited to, the conditions in the United States, in Europe and in certain emerging economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. The dislocation of the sub-prime mortgage loan market in the United States since September 2008, and the more recent European sovereign debt crisis, has led to increased liquidity and credit concerns and volatility in the global credit and financial markets. These and other related events have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets.

In mid-2013, concerns in relation to the tapering of the U.S. Federal Reserve's quantitative easing program in the United States led to increased volatility particularly in the stock and currency markets in emerging economies. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets, caused by increased food, fuel and commodities prices, will lead to a moderation in global growth. In particular, there are rising concerns of a possible slowdown in the Chinese economy; and China is one of India's major trading partners. The recent sovereign rating downgrades for Brazil and Russia have also added to the growth risks for these markets. These factors might also result in a slowdown in India's export growth momentum.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilising effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, business, future financial performance and the trading price of the Equity Shares.

Trade deficits could have a negative effect on our business and the trading price of the Equity Shares.

India's trade relationships with other countries can influence Indian economic conditions. In Fiscal 2014, India experienced a trade deficit of U.S.$ 138.59 billion, which was lower than the trade deficit of U.S.$ 190.34billion in Fiscal 2013. (Source: Department of Commerce, Ministry of Commerce and Industry, Government of India, http://commerce.nic.in.) If India's trade deficits increase or become unmanageable, the Indian economy, and therefore our business, our future financial performance and the trading price of its securities could be adversely affected.

Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business and the trading price of the Equity Shares.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance and our ability to obtain financing to fund its growth, as well as on the trading price of the Equity Shares.

Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

As stated in the reports of our independent auditors included in this Placement Document, our financial statements are prepared and presented in conformity with Indian GAAP which has been consistently applied during the periods stated, except as provided in such report. No attempt has been made to reconcile any of the information given in this Placement Document to any other principles or to base it on any other standards. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles and auditing standards with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

There may be less information available in the Indian securities markets than in more developed securities markets in other countries.

There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants in securities markets in more developed economies. SEBI is responsible for monitoring disclosure and other regulatory standards for the Indian securities market. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may be, however, less publicly available information about Indian companies than is regularly made available by public companies in more developed countries, which could adversely affect the market for the Equity Shares.

As a result, investors may have access to less information about our business, financial condition, cash flows and results of operation, on an on-going basis, than investors in companies subject to the reporting requirements of other more developed countries.

Investors in the Equity Shares may not be able to enforce a judgment of a foreign court against the Company.

We are a limited liability company incorporated under the laws of India. All our Directors and substantially all of our senior management are residents of India. A substantial portion of our assets and the assets of our Indian resident Directors and executive officers are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against us or such parties outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian practice. For further details, see "*Enforcement of Civil Liabilities*".

Public companies in India, including us, may be required to prepare financial statements under IFRS or a variation thereof, Indian Accounting Standards ("IND AS"). The transition to IND AS in India is still unclear and we may be adversely affected by this transition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS or a variation thereof. The ICAI has released a near-final version of IND AS titled "First-time Adoption of Indian Accounting Standards" and the Ministry of Corporate Affairs of the Indian Government ("**MCA**"), on February 25, 2011, has notified that IND AS will be implemented in a phased manner and the date of such implementation will be notified at a later date. As of the date of this Placement Document, the MCA has not notified the date of implementation of IND AS. There is not yet a significant body of established practice for forming judgments regarding its implementation and application. Additionally, IND AS has fundamental differences with IFRS and therefore financial statements prepared under IND AS may be substantially different from financial statements prepared under IFRS. We cannot assure you that our financial condition, results of operations, cash flow or changes in shareholders' equity will not appear materially different under IND AS from that under Indian GAAP or IFRS. As we adopt IND AS reporting, it may encounter difficulties in the on-going process of implementing and enhancing its management information systems. We cannot assure you that our adoption of IND AS will not adversely affect our reported results of operations or financial condition and any failure to successfully adopt IND AS in accordance with the prescribed timelines may materially and adversely affect our financial position and results of operations.

Our business and activities may be further regulated by the Competition Act, 2002 (the "Competition Act") and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the "**CCI**"). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement which, directly or indirectly determines purchase or sale prices, limits or controls the production, supply or distribution of goods and services, or shares a market by way of geographical area or number of customers is presumed to have an appreciable adverse effect on competition. Provisions of the Competition Act relating to the regulation of certain acquisitions, mergers or amalgamations, which have a material adverse effect on competition and regulations with respect to notification requirements for such combinations, came into force on June 1, 2011. It is difficult to predict the impact of the Competition Act on our growth and expansion strategies. If we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act or any enforcement proceedings initiated by the CCI or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, it may adversely affect our business, results of operations, financial condition, prospects and the trading price of the Equity Shares.

The CCI has initiated certain inquiries and has instituted certain proceedings against us. For further details see "*Legal Proceedings*".

Statistical and financial data in this Placement Document may be incomplete or unreliable.

We have not independently verified data obtained from industry publications and other sources referred to in this Placement Document and therefore, while we believe them to be true, it cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operates, in this Placement Document, are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. In addition, internal company reports may be based on a number of variables and have not been verified by independent sources and may be incomplete or unreliable. See "*Industry Overview*".

Risks relating to the Equity Shares

The trading price of the Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.

The trading prices of publicly traded securities may be highly volatile. Factors affecting the trading price of the Equity Shares include:

- variations in our operating results;
- announcements of new products, strategic alliances or agreements by us or by our competitors;
- recruitment or departure of key personnel;
- favorable or unfavorable reports by a section of the media concerning the industry in general, or in relation to our business and operations;
- changes in the estimates of our operating results or changes in recommendations by any securities analysts that elect to research and report on the Equity Shares;
- market conditions affecting the economy as a whole; and
- adoption or modification of regulations, policies, procedures or programs applicable to our business.

In addition, if the stock markets experience a loss of investor confidence, the trading price of the Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of the Equity Shares might also decline in reaction to events that affect other companies in our industries even if these events do not directly affect the Company. Each of these factors, among others, could materially affect the price of the Equity Shares.

Any future issuance of Equity Shares may dilute your shareholding and any future sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

Except for the customary lock-up on our ability to issue equity or equity linked securities discussed in the section "*Placement*" and certain consents required from certain of its lenders, there is no restriction on our ability to issue Equity Shares or our principal shareholders' ability to dispose of their Equity Shares, and we cannot assure you that we will not issue Equity Shares or that any such shareholder will not dispose of, encumber, or pledge, our Equity Shares. Pursuant to a lock-up letter, only 49,600,000 Equity Shares aggregating to approximately 2.16% of the fully diluted share capital of the Company have been locked up for a period of 60 days from Allotment. The rest of the Company's issued share capital, including Equity Shares held beneficially for the Company by the GACL Trust and JEL Trust, may be disposed off at any time and this may affect the trading price of the Equity Shares.

There is no guarantee that the Equity Shares purchased in this Issue will be listed on the Stock Exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on the Stock Exchanges.

In accordance with Indian law and practice, final approvals for listing and trading of the Equity Shares offered in this Issue will not be applied for or granted until after the Equity Shares have been issued and allotted. Such approvals will require the submission of all other relevant documents authorizing the issuance of the Equity Shares. Accordingly, there could be a failure or delay in listing the Equity Shares on the Stock Exchanges, which could adversely affect your ability to sell the Equity Shares.

An investor will not be able to sell any of the Equity Shares purchased in the Issue other than on a recognized Indian stock exchange for a period of one year from the date of issue of such Equity Shares.

Pursuant to the SEBI Regulations, for a period of one year from the date of the issue of the Equity Shares in the Issue, investors purchasing the Equity Shares in the Issue may only sell their Equity Shares on the NSE or the BSE and may not enter into any off-market trading in respect of their Equity Shares. We cannot be certain that these restrictions will not have an impact on the price of the Equity Shares.

Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.

The articles of association, resolutions of the board of directors and Indian law govern the corporate affairs of companies operating in India. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company incorporated in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as our shareholders than as a shareholder of a corporation in another jurisdiction.

You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.

Pursuant to the Companies Act, 2013 a company incorporated in India must offer its holders of equity shares preemptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the preemptive rights have been waived by adoption of a special resolution when the votes cast in favor of the resolution by the holders who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting. However, if the law of the jurisdiction you are in does not permit you to exercise your preemptive rights without us filing a placement document or registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your preemptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian would receive upon the sale of such securities, if any, and the related transaction costs cannot be predicted. To the extent that you are unable to exercise preemptive rights granted in respect of the Equity Shares held by you, your proportional interest in us would be reduced.

There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

We are subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the underlying Equity Shares or the price at which shareholders may be able to sell their Equity Shares at a particular time.

Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure you that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

MARKET PRICE INFORMATION

The Company's Equity Shares are listed on the NSE and the BSE.

The Company has 2,219,083,559 Equity Shares outstanding as on March 31, 2014.

The tables set forth below provide certain stock market data for the BSE and the NSE and is for the periods that indicate the high and low closing prices of the Equity Shares and also the volume of trading activity.

1. The high, low and average market prices of the Equity Shares during the preceding three years:

BSE

Period	High (Rs.)	Date of High	No. of Equity Shares Traded on Date of High	Total Volume of Equity Shares Traded on Date of High (Rs. in millions)	Low (Rs.)	Date of Low	No. of Equity Shares Traded on Date of Low	Total Volume of Equity Shares Traded on Date of Low (Rs. in millions)	Average Closing Price for the Period (Rs.)	Equity Shares Traded in the Periods	
										Volume	Value (Rs. in millions)
For the year ended March 31, 2014	83.60	May 20, 2013	15,52,755	126.88	28.40	August 19, 2013	42,93,620	128.15	50.57	73,03,20,450	34,535.14
For the year ended March 31, 2013	106.75	December 12, 2012	20,18,487	212.67	50.45	May 24, 2012	32,69,956	194.04	79.47	46,77,16,191	36,799.95
For the year ended March 31, 2012	102.65	April 25, 2011	1,262,291	127.51	50.45	January 9, 2012	2,931,738	152.64	73.69	551,018,812	40,031.61

(Source: www.bseindia.com)
Note: High and low prices are of the daily prices. In case of two days with the same price, the date with higher volume has been used.

NSE

Period	High (Rs.)	Date of High	No. of Equity Shares Traded on Date of High	Total Volume of Equity Shares Traded on Date of High (Rs. in millions)	Low (Rs.)	Date of Low	No. of Equity Shares Traded on Date of Low	Total Volume of Equity Shares Traded on Date of Low (Rs. in millions)	Average Closing Price for the Period (Rs.)	Equity Shares Traded in the Periods	
										Volume	Value (Rs. in millions)
For the year ended March 31, 2014	83.65	May 20, 2013	1,67,08,805	1364.25	28.35	August 19, 2013	4,69,29,848	1,401.21	50.57	7,73,96,94,841	3,67,703.89
For the year ended March 31, 2013	106.70	December 12, 2012	2,17,52,936	2,291.59	58.00	May 24,2012	2,49,75,741	1,479.08	79.48	4,47,57,75,764	3,53,970.25
For the year ended March 31, 2012	102.55	April 25, 2011	6,757,017	682.52	50.35	January 9, 2012	20,680,954	1,078.21	73.70	3,802,940,925	275,169.44

(Source: www.nseindia.com)
Note: High and low prices are of the daily prices. In case of two days with the same price, the date with higher volume has been used.

2. Monthly high and low prices of the Equity Shares for the six months preceding the date of filing of the Placement Document:

BSE

Months	High (Rs.)	Date of High	No. of Equity Shares Traded on Date of High	Total Volume of Equity Shares Traded on Date of High (Rs. in millions)	Low (Rs.)	Date of Low	No. of Equity Shares Traded on Date of Low	Total Volume of Equity Shares Traded on Date of Low (Rs. in millions)	Average Closing Price for the Month (Rs.)	Equity Shares traded in the Month	
										Volume	Value (Rs. in millions)
June 2014	89.85	June 11, 2014	44,82,879	386.81	70	June 23, 2014	25,31,962	180.12	77.80	6,30,98,264	4,940.84
May 2014	83.10	May 26, 2014	60,33,351	477.70	52.50	May 8, 2014	11,12,468	59.29	66.49	6,85,78,432	4792.57
April 2014	61.05	April 11, 2014	27,95,256	166.77	51.75	April 4, 2014	19,59,834	103.87	56.11	4,02,51,767	2,274.40
March 2014	54.30	March 31, 2014	32,24,316	172.02	38.95	March 5, 2014	30,28,024	120.33	47.42	6,43,28,420	3,048.55
February 2014	42.70	February 25, 2014	23,41,066	97.04	36.60	February 6, 2014	31,42,555	119.54	39.87	4,71,82,448	1,880.61
January 2014	56.45	January 2, 2014	23,22,851	127.61	38.80	January 28, 2014	41,27,640	167.89	47.46	4,47,57,683	2,106.09

(Source: www.bseindia.com)

Note: High and low prices are of the daily prices. Data for low price is the earliest date in the month when the stock price reached the low price.

NSE

Months	High (Rs.)	Date of High	No. of Equity Shares Traded on Date of High	Total Volume of Equity Shares Traded on Date of High (Rs. in millions)	Low (Rs.)	Date of Low	No. of Equity Shares Traded on Date of Low	Total Volume of Equity Shares Traded on Date of Low (Rs. in millions)	Average Closing Price for the Month (Rs.)	Equity Shares traded in the Month	
										Volume	Value (Rs. in millions)
June 2014	89.90	June 11, 2014	4,75,10,046	4,100.34	69.85	June 23, 2014	3,39,74,504	2,414.40	77.85	7,751,16,699	60,679.78
May 2014	83.20	May 26, 2014	5,99,81,881	4,765.47	52.50	May 8, 2014	1,95,01,071	1,040.40	66.52	85,42,33,819	58,707.80
April 2014	61.10	April 11, 2014	3,48,66,216	2,081.45	51.70	April 3, 2014	2,76,13,728	1,461.84	56.11	58,32,70,945	32,907.57
March 2014	54.40	March 31, 2014	4,22,93,279	2,258.06	38.95	March 5, 2014	3,15,99,695	1,255.48	47.43	76,40,96,446	36,275.98
February 2014	42.70	February 25, 2014	2,34,32,054	971.88	36.50	February 6, 2014	3,46,77,721	1,318.52	39.86	52,03,84,925	20,722.15
January 2014	56.45	January 2, 2014	2,86,41,957	1,573.13	38.65	January 28, 2014	4,48,71,545	1,823.54	47.45	56,45,05,766	26,610.81

(Source: www.nseindia.com)

Notes: High and low prices are of the daily prices. Data for low price is the earliest date in the month when the stock price reached the Low price

3. Market Price on the first working day following the Board meeting approving the Issue on November 18, 2013:

BSE

Date	Open	High	Low	Close	Traded Volume (No. of Equity Shares)	Total Value of Equity Shares traded (Rs. in millions)
November 18, 2013	46.00	48.55	45.85	48.20	33,21,055	156.99

(Source: www.bseindia.com)

NSE

Date	Open	High	Low	Close	Traded Volume (No. of Equity Shares)	Total Value of Equity Shares traded (Rs. in millions)
November 18, 2013	45.70	48.55	45.70	48.25	2,96,31,017	1400.22

(Source: www.nseindia.com)

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Placement Document, before and after the Issue, is set forth below:

(Rs. in millions, except share data)

		Aggregate value at face value
A)	**AUTHORISED SHARE CAPITAL**	
	12,344,000,000 Equity Shares of Rs. 2 each	24,688
	3,120,000 Preference shares of Rs. 100 each	312
	Total	**25,000**
B)	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE ISSUE**	
	2,219,083,559 Equity Shares of Rs. 2 each	4,438
	Total	4,438
C)	**PRESENT ISSUE IN TERMS OF THIS PRELIMNARY PLACEMENT DOCUMENT**	
	213,373,416 Equity Shares aggregating to Rs 14,993.75 million*	427
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**	
	2,432,456,975 Equity Shares	4,865
E)	**SECURITIES PREMIUM ACCOUNT**	
	Before the issue	25,882
	After the issue	40,449

** The Issue has been authorised by the Board of Directors on November 14, 2013 and by the Shareholders pursuant to their resolution dated March 26, 2014.*

History of equity share capital of our Company

The following table sets forth the history of Equity Share capital of our Company:

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
November 15, 1995	700	700	10.00	10.00	Cash	7,000
February 27, 1997	29,167	29,867	10.00	10.00	Other than cash	298,670
March 31, 1997	40,470,133	40,500,000	10.00	10.00	Other than cash	405,000,000
April 25, 1998	94,500,000	135,000,000	10.00	10.00	Cash	1,350,000,000
September 28, 2000	265,000,000	400,000,000	10.00	10.00	Cash	4,000,000,000
March 31, 2001	18,000,000	418,000,000	10.00	N.A.*	Other than cash	4,180,000,000
January 29, 2003	176,216,981	176,216,981	10.00	N.A**	Other than cash	1,762,169,810
August 17, 2005	92,643	176,309,624	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,763,096,240
September 3, 2005	926,431	177,236,055	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,772,360,550
September 6, 2005	1,352,588	178,588,643	10.00	236.31	Other than cash - Conversion of	1,785,886,430

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
					foreign currency convertible bonds	
October 4, 2005	1,019,073	179,607,716	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,796,077,160
October 10, 2005	324,250	179,931,966	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,799,319,660
October 15, 2005	92,643	180,024,609	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,800,246,090
December 1, 2005	852,315	180,876,924	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,808,769,240
December 10, 2005	531,771	181,408,695	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,814,086,950
December 16, 2005	170,462	181,579,157	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,815,791,570
December 23, 2005	509,536	182,088,693	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,820,886,930
December 31, 2005	555,858	182,644,551	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,826,445,510
January 20, 2006	632,751	183,277,302	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,832,773,020
January 28, 2006	370,572	183,647,874	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,836,478,740
February 3, 2006	1,949,210	185,597,084	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,855,970,840
February 11, 2006	475,258	186,072,342	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,860,723,420
February 18, 2006	327,029	186,399,371	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,863,993,710
February 27, 2006	741,144	187,140,515	10.00	236.31	Other than cash - Conversion of	1,871,405,150

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
					foreign currency convertible bonds	
March 3, 2006	2,109,482	189,249,997	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,892,499,970
March 31, 2006	931,987	190,181,984	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,901,819,840
April 21, 2006	576,239	190,758,223	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,907,582,230
May 15, 2006	755,967	191,514,190	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,915,141,900
May 27, 2006	185,286	191,699,476	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,916,994,760
August 22, 2006	74,114	191,773,590	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	1,917,735,900
August 25, 2006	24,875,765	216,649,355	10.00	N.A.***	Other than cash	2,166,493,550
September 19, 2006	18,528	216,667,883	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,166,678,830
November 2, 2006	741,145	217,409,028	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,174,090,280
December 1, 2006	500,272	217,909,300	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,179,093,000
January 4, 2007	681,853	218,591,153	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,185,911,530
January 11, 2007	92,643	218,683,796	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,186,837,960
February 5, 2007	555,858	219,239,654	10.00	236.31	Other than cash - Conversion of foreign currency convertible bonds	2,192,396,540
July 27, 2007	335,729	219,575,383	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,195,753,830

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
September 14, 2007	9,592	219,584,975	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,195,849,750
October 1, 2007	290,453	219,875,428	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,198,754,280
October 5, 2007	773,614	220,649,042	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,206,490,420
October 9, 2007	191,845	220,840,887	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,208,408,870
October 16, 2007	850,449	221,691,336	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,216,913,360
October 19, 2007	924,594	222,615,930	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,226,159,300
October 26, 2007	2,915,089	225,531,019	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,255,310,190
October 30, 2007	2,931,491	228,462,510	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,284,625,100
November 2, 2007	459,757	228,922,267	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,289,222,670
November 22, 2007	329,301	229,251,568	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,292,515,680
November 27, 2007	1,192,797	230,444,365	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,304,443,650
December 1, 2007	598,267	231,042,632	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,310,426,320
December 7, 2007	452,082	231,494,714	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,314,947,140
December 15, 2007	388,485	231,883,199	10.00	558.773	Other than cash - Conversion of foreign currency convertible bonds	2,318,831,990

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
December 26, 2007	1,159,415,995	1,159,415,995	2.00	2.00	Split of the face value of Equity Shares from Rs. 10 to Rs. 2	2,318,831,990
December 27, 2007	815,342	1,160,231,337	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,320,462,674
January 7, 2008	863,304	1,161,094,641	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,322,189,282
January 12, 2008	732,876	1,161,827,517	2.00	247.7560	Other than cash - Conversion of foreign currency convertible bonds	2,323,655,034
January 12, 2008	119,903	1,161,947,420	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,323,894,840
February 02, 2008	2,517,488	1,164,464,908	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,328,929,816
February 09, 2008	2,597,106	1,167,062,014	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,334,124,028
February 16, 2008	3,501,177	1,170,563,191	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,341,126,382
March 17, 2008	959,226	1,171,522,417	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,343,044,834
April 16, 2008	983,207	1,172,505,624	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,345,011,248
May 22, 2008	1,199,033	1,173,704,657	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,347,409,314
June 23, 2008	47,961	1,173,752,618	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,347,505,236
October 10, 2008	10,000,000	1,183,752,618	2.00	397.00	Cash	2,367,505,236
December 06, 2008	47,961	1,183,800,579	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,367,601,158
June 14, 2009	218,010,985	1,401,811,564	2.00	N.A.****	Other than cash	2,803,623,128

Date of allotment	No. of Equity Shares allotted	Cumulative No. of Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of payment of consideration.	Cumulative Paid –up Capital (Rs.)
August 03, 2009	239,806	1,402,051,370	2.00	111.7546	Other than cash - Conversion of foreign currency convertible bonds	2,804,102,740
October 14, 2009	9,264	1,402,060,634	2.00	47.2620	Other than cash - Conversion of foreign currency convertible bonds	2,804,121,268
December 14, 2009	12,500,000	1,414,560,634	2.00	60.00	Other than cash – Conversion of stock options	2,829,121,268
December 19, 2009	707,280,317	2,121,840,951	2.00	Nil*****	Other than cash	4,243,681,902
January 28, 2010	2,779,294	2,124,620,245	2.00	31.5080	Other than cash - Conversion of foreign currency convertible bonds	4,249,240,490
March 29, 2010	14,388	2,124,634,633	2.00	74.5031	Other than cash - Conversion of foreign currency convertible bonds	4,249,269,266
August 05, 2010	1,798,549	2,126,433,182	2.00	74.5031	Other than cash - Conversion of foreign currency convertible bonds	4,252,866,364
October 26, 2012	5,818,410	2,132,251,592	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,264,503,184
November 09, 2012	718,322	2,132,969,914	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,265,939,828
November 23, 2012	359,161	2,133,329,075	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,266,658,150
November 30, 2012	5,746,580	2,139,075,655	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,278,151,310
December 07, 2012	7,183,224	2,146,258,879	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,292,517,758
December 14, 2012	8,619,870	2,154,878,749	2.00	77.50	Other than cash - Conversion of foreign currency convertible bonds	4,309,757,498
February 06, 2013	64,204,810	2,219,083,559	2.00	83.00	Cash	4,438,167,118

** Consequent to the transfer of the cement division of Jaiprakash Industries Limited into Jaypee Rewa Cement Limited (which was renamed as Jaypee Cement Limited and subsequently as Jaiprakash Associates Limited)*

*** Consequent to the amalgamation of erstwhile Jaiprakash Industries Limited into Jaypee Cement Limited (which was renamed as Jaiprakash Associates Limited), equity shares were issued in the ratio of one equity share of the face value of Rs. 10 each of the Company for every one equity share of the face value of Rs. 10 each held in erstwhile Jaiprakash Industries Limited. Pursuant to the scheme, the entire share capital of Jaypee Cement Limited was cancelled.*

**** Consequent to the amalgamation of erstwhile Jaypee Greens Limited into Jaiprakash Associates Limited, equity Shares were issued in the ratio of one equity share of the face value of Rs. 10 each of the Company for every two equity shares of the face value of Rs. 10 each in erstwhile Jaypee Greens Limited.*

*****Consequent to the amalgamation of erstwhile Jaypee Hotels Limited, Jaypee Cement Limited, Jaiprakash Enterprises Limited and Gujarat Anjan Cement Limited into the Company:*

(a) *One equity share of the face value of Rs. 2 each of the Company for every one equity shares of the face value of Rs.10 each of erstwhile Jaypee Hotels Limited.;*
(b) *One equity share of the face value of Rs. 2 each of the Company for every 10 equity shares of the face value of Rs.10 each of erstwhile Jaypee Cement Limited.;*
(c) *Three equity share of the face value of Rs. 2 each of the Company for every one equity share of the face value of Rs.10 each of erstwhile Jaiprakash Enterprises Limited.;*
(d) *One equity share of the face value of Rs. 2 each of the Company for every 11 equity shares of the face value of Rs.10 each of erstwhile Gujarat Anjan Cement Limited.;*

****** Bonus issue in the ratio of one Equity Share for every two Equity Shares held*

USE OF PROCEEDS

The total gross proceeds of the Issue will be Rs. 14,993.75 million. After deducting the estimated Issue expenses of approximately Rs. 225 million, the net proceeds of the Issue will be approximately Rs. 14,768.75 million.

Purpose of Issue

Subject to compliance with applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily towards (i) repayment / prepayment of certain of its loan facilities; (ii) investment in the subsidiaries and joint ventures of the Company, primarily in cement and fertilizer sectors; and (iii) general corporate purposes including working capital requirements and any other purpose as may be permissible under applicable law.

In accordance with the policies set up by the Board and as permissible under applicable laws and government policies, the management will have flexibility in deploying the proceeds received from the Issue. Pending utilization for the purposes described above, we intend to temporarily invest the funds in creditworthy instruments (other than equity shares), including money market Mutual Funds and deposits with banks and corporates. Such investments would be in accordance with the investment policies approved by the Board from time to time and will also be in accordance with all applicable laws and regulations.

Our Promoters or Directors are not making any contribution either as part of the Issue or separately in furtherance of the objects of the Issue.

In relation to the Deceased Promoters, the legal heirs of each of the Deceased Promoters have not so far approached the Company for transmission of the Equity Shares held by each of the Deceased Promoters and no legal heir of each of the Deceased Promoters has claimed ownership of the Equity Shares held by each of the Deceased Promoters.

CAPITALIZATION

The Company's authorized share capital is Rs. 25,000 million divided into 12,344,000,000 Equity Shares of Rs. 2 each and 3,120,000 preference shares of Rs. 100 each. As on the date of this Placement Document, the Company's issued, subscribed and paid up capital is Rs. 4,438 million divided into 2,219,083,559 Equity Shares of Rs. 2 each.

The following table sets forth the Company's capitalization (including indebtedness) as of March 31, 2014 on the basis of its audited consolidated financial statements for Fiscal 2014 and as adjusted to give effect to the receipt of the gross proceeds of the Issue and the application thereof. This table should be read in conjunction with the sections titled "Management Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements".

(Rs. million)

	As of March 31, 2014	As adjusted for the Issue
Short-term debt(1)		
Secured debt(3)	29,244	29,244
Unsecured debt	12,308	12,308
Current Maturities of Long-Term Secured debt(1) (3)	87,649	87,649
Current Maturities of Long-Term Unsecured debt(1)	27,331	27,331
Total short-term debt	156,532	156,532
Long-term debt(2)		
Secured debt(3)	526,908	526,908
Unsecured debt	42,548	42,548
Total long-term debt	569,456	569,456
Shareholders' funds(6)		
Issued Share capital:		
2,219,083,559 Equity Shares of Rs. 2 each fully paid	4,438	4,438
213,373, 416 Equity Shares of Rs. 2, each being issued pursuant to the Issue		427
Reserves and surplus(4)	98,264	112,831
Minority interest	44,240	44,240
Total	146,942	161,936
Total capitalization(5)	872,930	887,924

Notes:

(1) Short-term debt includes the current portion of long-term debt.

(2) The Company has given corporate guarantees for the debt to its subsidiaries and joint ventures, secured by certain assets of such subsidiaries and joint ventures. The outstanding amount as at March 31, 2014 is Rs. 14,211 million. These are disclosed as contingent liabilities in the non-consolidated financial statements of the Company and as debt in the Company's consolidated financial statements.

(3) Secured debt is secured by charges on substantially all of the assets of the respective borrowers within the Group.

(4) Reserves and surplus includes securities premium, general reserves, capital redemption reserves, debenture redemption reserves, revaluation reserves, capital reserves, reserves for redemption of FCCBs, securities premium redemption reserve, special reserve utilization, share forfeited and surplus profit and loss excluding minority interest in reserves and surplus.

(5) Total capitalization consists of long-term debt, short-term debt, minority interest and total shareholders' funds.

(6) JIV, one of the Promoters of our Company, has sold 2,500,000 Equity Shares on July 2, 2014 by way of a market sale.

DIVIDEND POLICY

The declaration and payment of dividend by our Company is governed by the applicable provisions of the Companies Act 2013 and our Articles of Association. For further information see ***"Description of Shares"***. Under the Companies Act 2013, the board of directors of a company recommends the payment of a dividend and the shareholders approve of the same at a general meeting. In India, dividends are generally declared as a percentage of the face value of the equity shares. The dividend recommended by the board of directors and approved by the shareholders at a general meeting is distributed and paid to shareholders in proportion to the paid-up value of their shares as on the record date for which such dividend is payable. Under the Companies Act 2013, dividends can only be paid in cash to shareholders listed on the register of shareholders or those persons whose names are entered as beneficial owner in the record of the depositary on the date specified as the 'record date' or 'book closure date'. Under the Companies Act 2013, a company may pay dividends only out of (i) its profits in the year in which the dividend is declared (after providing for depreciation); or (ii) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government; or (iii) accumulated profits earned by the company in the previous years and transferred by the company to the free reserves in accordance with the Companies (Declaration and Payment of Dividend) Rules, 2014.

The details of the dividends paid / declared by the Company in each of the last three Fiscals are as follows:

	For Fiscal 2014	**For Fiscal 2013**	**For Fiscal 2012**
Face value of Equity Shares (Rs. per Equity Share)	2.00	2.00	2.00
Final dividend on Equity Shares (Rs. per Equity Share)	Nil	0.50	0.50
Total dividend (including dividend distribution tax) on Equity Shares (Rs. in millions)	Nil	1,109.54	1,142.00

The amounts paid as dividends in the past are not necessarily indicative of the Company's dividend policy or dividend amounts, if any, in the future.

Dividends are payable within 30 days of declaration. When dividends are declared, all the shareholders whose names appear in the share register as on the "record date" or "book closure date" are entitled to be paid dividend declared by the Company. Any shareholder who ceases to be a shareholder prior to the record date, or who becomes a shareholder after the record date, will not be entitled to the dividend declared by the Company.

Under the current Indian tax laws, dividends are not subject to income tax in India in the hands of the recipient. However, a company is liable to pay 'dividend distribution tax' currently at the rate of 15% (plus surcharge at 5% and education cess on dividend distribution tax and surcharge at the rate of 3%) on the total amount distributed as dividend. The effective rate of dividend distribution tax is approximately 16.2225%. For further details, see the section titled 'Taxation'

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the audited consolidated financial statements of our Company as of and for the years ended March 31, 2012, 2013 and 2014. These financial statements are presented in this Placement Document and have been prepared in accordance with the Companies Act and Indian GAAP, which differs in certain material respects from IFRS and U.S. GAAP.

Our Company's fiscal year ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the twelve-month period ended on March 31 of that year.

Some of the information in the following discussion contains forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our Company's business, results of operations and financial condition.

Overview

Our Company, or JAL, is the flagship company of the Jaypee Group ("**Group**"). Our Group is a diversified infrastructural industrial group based in India with significant interests in the areas of civil engineering and construction, cement manufacturing and marketing, power, generation, transmission and trading, fertilizers, real estate, roads and expressways, hospitality and sports events including Formula One. Our Company was incorporated on November 15, 1995 under the name of 'Bela Cement Limited' which was changed to 'Jaypee Rewa Cement Limited' with effect from August 30, 2000. Following which the name was changed to 'Jaypee Cement Limited' with effect from January 3, 2002 and subsequently changed to the present name of 'Jaiprakash Associates Limited' with effect from March 11, 2004.

OurCompany is engaged primarily in the business of:

- Engineering and construction;
- Manufacture and marketing of cement and cement products;
- Real estate development;
- Hotels/Hospitality; and
- Power (wind power).

Our Group's principal areas of activities are categorized into the following segments:

- Engineering and construction;
- Cement production;
- Power generation (including thermal, wind and hydro-power);
- Power transmission;
- Power trading;
- Real estate;
- Hotels/Hospitality;
- Expressways;
- Sports Events;
- Fertilizer production;
- Oil and gas exploration;
- Healthcare;
- Agriculture;
- Mining; and
- Education (on a not for profit basis).

Our Group is a diversified infrastructure group in India with interests in civil engineering and construction, cement, power, real estate, expressways, hospitality, golf courses, sports, fertilizer and not-for-profit education which is carried out by various Group companies including an 71.64% interest in Jaypee Infratech (which executed the 165 km Yamuna Expressway and is currently developing approximately 443 million square feet of real estate development) and a 100% interest in Jaypee Sports International Limited (which conducts the formula 1 race).

Our Group has a pan-India presence with cement production facilities located in Uttar Pradesh, Uttarakhand, Himachal Pradesh, Haryana, Madhya Pradesh, Chhattisgarh, Jharkhand and Andhra Pradesh. As of March 31, 2014, our Group's installed capacity is 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in favor of Ultratech Cement Limited as of June 12, 2014, but includes the Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"). For the year ended March 31, 2014, our Group's consolidated income from our cement segment was Rs. 81,570 million (March 31, 2013: Rs. 86,131 million).

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles in India ("**Indian GAAP**") requires that the management of our Company makes estimates and assumptions that affect the reported amounts of income and expenses for the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful life of tangible and intangible fixed assets, provision for doubtful debts/advances and future obligations in respect of retirement benefit plans. Actual results could differ from these estimates. The following is not an exhaustive summary of our Company's significant accounting policies, which are presented in the notes to our Company's financial statements included elsewhere in this Placement Document. Our Company maintains our accounts on an accrual basis following the historical cost convention in accordance with Indian GAAP except for the revaluation of certain fixed assets and in compliance with the accounting standards referred to in Section 211(3C) and other requirements of the Indian Companies Act, 1956 to the extent applicable and the Companies Act 2013 (to the extent notified and applicable). We have not changed any of our accounting policies in the last three financial years.

Recognition of Revenue and Expenditure

- Revenue is recognized when it can be reliably measured and it is reasonable to expect ultimate collection.

- Revenue from sale of goods transactions (excluding transactions for which revenue recognition policy is specifically mentioned below) is recognized when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of consideration. Cement sales, clinker sales and others are net of excise duty, value added tax and exclusive of self consumption.

- Revenue from sale of service transactions is recognized when no significant uncertainty exists regarding the amount of consideration that will be derived from rendering the service.

- Advances received for time share weeks are calculated as income in equal amounts spread over the time share period commencing from the year in which full payment is received.

- Escalations and claims are taken in the accounts on the basis of receipt or as acknowledged by the client depending upon the certainty of receipt.

- Revenue from real estate development of constructed properties is recognized based on the "percentage of completion method". The total sale consideration under agreements to sell is recognized as revenue based on the percentage of actual project costs incurred to total estimated project cost, subject to such actual cost incurred being 30 percent or more of the total estimated project cost. Project cost includes cost of land, estimated cost of construction and development of such properties. The estimates of the saleable area and costs are reviewed periodically and the effect of any changes in such estimates is recognized in the period in which such changes are determined. Where aggregate payment received from a customer provides insufficient evidence of such customer's commitment to make the complete payment, revenue is recognized only to the extent of payment received.

- Revenue from the sale or sub-lease of undeveloped land is recognized when full consideration is received against agreement to sell / sub-lease, all significant risks and rewards are transferred to the customer and possession is handed over.

- Revenue from the sale or sub-lease of developed land or plot is recognized based on the "percentage of completion method" when a firm agreement has been entered into and 30 percent or more of the consideration is received and where no significant uncertainty exists regarding the amount of the consideration that will be derived from such sales and it is not unreasonable to expect ultimate collection, and all significant risks and rewards are transferred to the customer.

- The revenue in respect of projects undertaken on or after April 1, 2012 or where the revenue is being recognized for the first time after April 1, 2012 is recognized in accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by Institute of Chartered Accountants of India.

- The costs that are incurred before a construction contract is secured are treated as expenses for the year in which these are incurred and charged to revenue.

- The costs attributable to contracts are normally identified to respective contracts. However, the costs which cannot be identified or identifiable to a specified contract are charged to the general revenue in the year in which such costs are incurred.

- Dividend income is recognized when right to receive payment is established.

- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

- Income from royalties are recognized on an accrual basis in accordance with the terms of the relevant agreement.

Fixed Assets:

Fixed Assets are stated at the cost of acquisition or construction inclusive of freight, erection and commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial costs up to the date of acquisition or installation net of recoverable taxes. Expenditure in hotel properties primarily involves relocation and redesigning of various outlets, guest floors and additions thereto which result in the enhancement in the value of assets and revenue generating capacity, is capitalized. Foreign exchange rate difference on long term monetary items arising on settlement or at reporting dates attributable to fixed assets is capitalized or adjusted in the carrying value of the fixed assets.

Expenditure during Construction Period

Expenditure incurred on projects during construction or implementation is capitalized and apportioned to various assets on commissioning of the project.

Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes a substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to the statement of profit and loss.

Investments

Long term investments are stated at cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current investments are carried at lower of cost or quoted fair value, computed category-wise.

Foreign Currency Transactions

Transactions denominated in foreign currency are recorded in the books of account in Indian Rupees at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities related to foreign currency transactions and outstanding, except assets and liabilities hedged by a hedge contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of balance sheet. The foreign exchange difference arising either on settlement or at the reporting date is recognized in the statement of profit and loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

Monetary assets and liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of balance sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognized in the statement of profit and loss except in cases where they relate to the acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets. Premium paid in respect of hedge contracts are recognized in the statement of profit and loss, except in cases where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

Our Company uses foreign currency contracts to hedge our risks associated with foreign currency fluctuations. Our Company does not use derivative financial instrument for speculative purposes.

Non-monetary foreign currency items are carried at cost.

Profit / loss from continuing operations

Profit/loss from continuing operations includes profits / losses from all operations except for the BASPA II HEP, Karcham-Wangtoo HEP, the Gujarat cement plant and Bokaro Jaypee Cement Limited. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Tax expense from continuing operations

Tax expense from continuing operations includes tax on profits / losses from all operations except for the BASPA II HEP, Karcham-Wangtoo HEP, the Gujarat cement plant and Bokaro Jaypee Cement Limited. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Profit / loss from continuing operations (after tax)

Profit/loss from continuing operations (after tax) is profit / loss from continuing operations minus tax expense from continuing operations. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Profit / loss from discontinuing operations

Profit/loss from discontinuing operations includes profits / losses from the BASPA II HEP, Karcham-Wangtoo HEP, the Gujarat cement plant and Bokaro Jaypee Cement Limited. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Tax expense from discontinuing operations

Tax expense from discontinuing operations includes tax on profits / losses from the BASPA II HEP, Karcham-Wangtoo HEP, the Gujarat cement plant and Bokaro Jaypee Cement Limited. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Profit / loss from discontinuing operations (after tax)

Profit/loss from discontinuing operations (after tax) is profit / loss from discontinuing operations minus tax expense from discontinuing operations. For further details please refer note number 42 of the audited consolidated balance sheet of our Company as of March 31, 2014 in the section titled "*Financial Statements*".

Consolidated Results of Operations of our Company for Fiscals 2014 and 2013

A summary of our Company's consolidated results of operations for Fiscals 2014 and 2013 as reflected in our Company's audited consolidated financial statements for Fiscal 2014, is set out in the table below:

Particulars	**Fiscal**			
	2014		**2013**	
	Rs. million	*% of total revenues*	*Rs. million*	*% of total revenues*
Revenues				
Revenue from operations (net)	198,344	99.29	189,502	99.06
Other income	1,420	0.71	1,806	0.94
Total revenues	199,764	100.00	191,308	100.00
Expenses				
Cost of materials consumed	43,685	21.87	36,858	19.27
Changes in inventories of finished goods and work-in-progress	637	0.32	(2,839)	(1.48)
Manufacturing, construction, real estate, infrastructure hotel/hospitality/event & power expenses	51,192	25.63	48,815	25.52
Employee benefits expense	8,943	4.48	8,819	4.61
Finance costs	60,942	30.51	45,688	23.88
Depreciation and amortization expense	17,080	8.55	14,360	7.51
Other expenses	30,131	15.08	30,434	15.91
Total expenses	212,610	106.43	182,135	95.21
Profit / (Loss) before exceptional, prior period items and tax	(12,846)	(6.43)	9,173	4.79
Profit on sale of shares – exceptional item	3,953	1.98	-	-
Prior period adjustments	153	0.08	81	0.04
Profit / (Loss) before tax	(8,740)	(4.38)	9,254	4.84
Tax expense	(1,715)	(0.86)	1,482	0.77
Net profit / (Loss) after tax and before minority interest and share in earnings of Associates	(7,025)	(3.52)	7,772	4.06
Minority shareholders interest	(1,222)	(0.61)	(3153)	(1.65)
Share in earnings of Associate	(1)	(0.00)	(1)	(0.00)
Profit / (Loss) for the year	(8,248)	(4.13)	4,618	2.41
Profit / (Loss) from continuing operations	(6,949)		7,349	
Tax expenses from continuing operations	(1,002)		3,147	
Profit / (Loss) from continuing operations after tax	(5,947)		4,202	

Particulars	Fiscal			
	2014		2013	
	Rs. million	*% of total revenues*	*Rs. million*	*% of total revenues*
Profit / (Loss) from discontinuing operations	(3,014)		(1,249)	
Tax expenses from discontinuing operations	(713)		(1,665)	
Profit / (Loss) from discontinuing operations after tax	(2,301)		416	

Revenues

Revenue from operations. Our Company's net revenue from operations increased by 4.67% to Rs. 198,344 million in Fiscal 2014 from Rs. 189,502 million in Fiscal 2013. This increase was largely as a result of the following:

- an increase in revenues of our Company's construction segment by 18.69% to Rs. 19,337 million in Fiscal 2014 from Rs. 16,292 million in Fiscal 2013 primarily arising from the execution of EPC contracts for third parties during this period;

- a decrease in revenues of our Company's real estate and infrastructure project segment by 2.49% to Rs. 53,478 million in Fiscal 2014 from Rs. 54,841 million in Fiscal 2013, primarily on account of a decrease in sales of commercial plots as compared to the previous period;

- an increase in revenues of our Company's power segment by 18.30% to Rs. 29,124 million in Fiscal 2014 from Rs. 24,618 million in Fiscal 2013, primarily due to full year operations of 500 MW first phase of the Bina TPP in Fiscal 2014 as compared to seven months of operations of one unit of 250MW of the Bina TPP in Fiscal 2013, which was partly offset by the loss of revenue due to the shutdown of the Vishnuprayag hydroelectric power plant from June 16, 2013 to April 12, 2014. For further details, please refer to "*Recent Developments*";

- a decrease in revenues of our Company's cement and cement products segment by 4.89% to Rs. 83,773 million in Fiscal 2014 from Rs. 88,083 million in Fiscal 2013 primarily due to the decrease in volume of sales from 21.95 MTPA in Fiscal 2013 to 21.21 MTPA in Fiscal 2014;

- an increase in revenues of our Company's fertilizer segment by Rs. 5,831 million (which included a subsidy on urea of Rs. 4,974 million) in Fiscal 2014 from Rs. nil million in Fiscal 2013, due to the commencement of the fertilizer operations of Kanpur Fertilizers & Cement Limited;

- an increase in revenues of our Company's hospitality segment by 11.33% to Rs. 2428 million in Fiscal 2014 from Rs. 2181 million in Fiscal 2013, primarily due to improved occupancy and capacity of the hotel at Mussoorie becoming fully operational; and

- an increase in revenue of our Company's sports event, toll collections, sale of VERs, manpower supply and other services by 39.08% to Rs. 2,989 million in Fiscal 2014 from Rs. 2,149 million in Fiscal 2013 primarily due to an increase in toll collection from Yamuna and Himalyan expressway.

Other income. Other income, including other operating income, decreased by 10.81% to Rs. 2,804 million in Fiscal 2014 from Rs. 3,144 million in Fiscal 2013. This decrease was primarily due to a decrease in profit on sale and redemption of exchange traded funds which was partly offset by an increase in interest income.

Expenses

Cost of materials consumed. The cost of materials consumed increased by 18.52% to Rs. 43,685 million in Fiscal 2014 from Rs. 36,858 million in Fiscal 2013. This increase was primarily due to the following:

- an increase in the cost of raw materials consumed by our Company's cement and cement products and power division by 0.75% to Rs. 13,984 million from Rs. 13,880 million primarily due to the first phase of the Bina TPP becoming fully operational;

- an increase in the cost of materials consumed (others) by 40.63% to Rs. 3,468 million from Rs. 2,466 million, primarily due to the consumption of material (cement, steel, aggregates, etc.) for the construction segment on account of increased construction activity;

- an increase in the cost of packing materials consumed by 2.77% to Rs. 3,673 million from Rs. 3,574 million, primarily due to an increase in cost of cement bags;

- an increase in the cost of natural gas consumed to Rs. 4,001 million in Fiscal 2014 as compared to Rs. nil in Fiscal 2013 due to the commencement of the fertilizer operations of Kanpur Fertilizers & Cement Limited;

- an increase in consumption of stores and spares by 22.45% to Rs. 4,663 million in Fiscal 2014 from Rs. 3,808 million in Fiscal 2013 due to increased construction activity and commencement of the fertilizer operations of Kanpur Fertilizers & Cement Limited;

- a decrease in the cost attributable to self-consumption by 37.09% to Rs. 2,796 million in Fiscal 2014 from Rs. 4,445 million in Fiscal 2013 due to a decrease in cement consumption in our Group's projects; and

- a decrease in the cost of coal consumed by 7.45% to Rs. 14,402 million in Fiscal 2014 from Rs. 15,562 million in Fiscal 2013 primarily due to a decrease in production of clinker by our Company and JCCL.

As a percentage of total revenues, the cost of materials consumed increased to 21.87% in Fiscal 2014 from 19.27% in Fiscal 2013.

Changes in inventories of finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress increased by 122.4% to Rs. 637 million in Fiscal 2014 from negative Rs. 2,839 million in Fiscal 2013, primarily due to the decrease in inventories of cement and cement products to Rs. 4,068 million from Rs. 5,962 million which were partially offset by an increase in construction and others to Rs. 3,488 million from Rs. 2,455 million.

Manufacturing, construction, real estate, infrastructure, hotel/hospitality/event and power expenses. Expenses in relation to manufacturing, construction, real estate, infrastructure, hotel/hospitality/event and power expenses increased by 4.87% to Rs. 51,192 million in Fiscal 2014 from Rs. 48,815 million in Fiscal 2013. This was largely due to the following:

- an increase in real estate/infrastructure expenses by 2.49% to Rs. 24,903 million from Rs. 24,297 million, due to an increase in construction and raw material costs;

- a decrease in event expenses to Rs. 3,016 million from Rs. 3,215 during this period on account of decrease in expenses in hosting Formula 1 Race in October 2013;

- an increase in power, electricity and water charges by 4.59% to Rs. 11,552 million from Rs. 11,045 million, arising primarily from an increase in power tariffs during this period;

- an increase in construction expenses by 23.10% to Rs 3,058 million from Rs 2,484 million on account of increase in the construction business; and

- a decrease in freight octroi and transportation charges to Rs. 5,118 million from Rs. 6,158 during this period on account of a decrease in clinker shipments from the JCCL's Bhuj cement plant to JCCL's Wanakbori cement grinding unit;

Employee benefits. Employee benefits increased by 1.41% to Rs. 8,943 million in Fiscal 2014 from Rs. 8,819 million in Fiscal 2013. This increase was primarily due to an increase in salaries, wages and bonus to Rs. 8,100 million from Rs. 7,958 million during this period as a result of annual salary increments and the first phase of the Bina TPP becoming fully operational. As a percentage of total revenues, employee benefits decreased to 4.48% in Fiscal 2014 as compared with 4.61% in Fiscal 2013.

Finance costs. Finance costs increased by 33.39% to Rs. 60,942 million in Fiscal 2014 from Rs. 45,688 million in Fiscal 2013. This was primarily due to:

- an increase in interest on term loans to Rs. 47,604 million from Rs. 34,210 million;
- an increase in interest on debentures to Rs. 4,878 million from Rs. 4,866 million;
- an increase in bank borrowing and others to Rs. 5,634 million from Rs. 4,317 million during this period; and
- an increase in financing charges to Rs. 2,372 million from Rs. 2,295 million during this period.

The abovementioned increases are on account of the full year operations of 500 MW of the Bina TPP in Fiscal 2014 as compared to seven months of operations of one 250 MW unit of the Bina TPP in Fiscal 2013, full year operations of Yamuna Expressway in Fiscal 2014 as compared to seven months of operations in Fiscal 2013, full year interest on borrowings made to redeem zero percent foreign currency convertible bonds as compared to six months interest in Fiscal 2013 and increase in other indebtedness on account of increase in our existing operations. The full year operations of Bina TPP and Yamuna Expressway increased our finance costs for Fiscal Year 2014 primarily due to difference in accounting policies for projects that have commenced operations. Prior to commencement of operations, we capitalize borrowing costs related to specific projects, but as projects commence operations, borrowing costs are not capitalized and are charged to the statement of profit and loss. See "– Critical Accounting Policies – Borrowing Costs". In addition, during Fiscal Year 2014, we have securitized the receivables of Karcham-Wangtoo HEP, the proceeds of which have been utilized for financing our projects under development and prepayment of certain indebtedness.

There was also an increase in foreign currency rate difference (net)- financing activity to Rs 454 million from Rs 1 million primarily on account of an increase in the amount due under foreign currency denominated loans loan due to an increase in foreign exchange rates.

As a percentage of total revenues, finance costs increased to 30.51% in Fiscal 2014 as compared with 23.88% in Fiscal 2013.

Depreciation and amortization expense. Depreciation and amortization expense increased by 18.94% to Rs. 17,080 million in Fiscal 2014 from Rs. 14,360 million in Fiscal 2013. This was primarily due to an increase in our Company's fixed assets during this period from the commissioning of the Bina TPP, to a net carrying value of Rs. 454,342 million as of March 31, 2014 from Rs. 425,569 million as of March 31, 2013. As a percentage of total revenues, depreciation and amortization expense increased to 8.55% in Fiscal 2014 as compared with 7.51% in Fiscal 2013.

Other expenses. Other expenses decreased by 1% to Rs. 30,131 million in Fiscal 2014 from Rs. 30,434 million in Fiscal 2013. This was primarily due to:

- a decrease in loading, transportation and other charges to Rs. 17,022 million from Rs. 17,069 million during this period;
- a decrease in commission and discount on sales to Rs, 3,401 million from Rs. 3,917 million during this period;
- a decrease in sales promotion to Rs. 1,310 million from Rs. 1,830 million during this period;
- a decrease in legal and professional charges to Rs. 1,262 million from Rs. 1,361 million during this period;
- an increase in security and medical service expenses to Rs. 896 million from Rs. 887 million during this period; and
- a decrease in miscellaneous expenses to Rs. 655 million from Rs. 1,113 million during this period.

Profit / Loss before exceptional, prior period items and tax

As a result of the foregoing, our Company incurred a loss before exceptional, prior period items and tax of Rs. 12,846 million in Fiscal 2014 as compared to a profit before exceptional, prior period items and tax of Rs. 9,173 million in Fiscal 2013. This was primarily due to a substantial increase in operating expenses, depreciation and finance costs during this period for the reasons stated above.

Profit / Loss before tax

Our Company's loss before tax was Rs. 8,740 million in Fiscal 2014 as compared to a profit before tax of Rs. 9,254 million in Fiscal 2013. This was primarily due to a substantial increase in operating expenses, depreciation and finance costs during this period which was offset by profit of Rs. 3,953 million on sale of the equity shares of Jaypee Infratech by our Company through an offer for sale. The loss before tax from discontinuing operations was Rs. 3,014 million in Fiscal 2014 as compared to a loss before tax of Rs. 1,249 million in Fiscal 2013. The loss before tax from continuing operations was Rs. 6,949 million in Fiscal 2014 as compared to a profit before tax of Rs. 7,349 million in Fiscal 2013.

Profit / Loss for the year

As a result, the loss for the year was Rs. 8,248 million in Fiscal 2014 as compared to a profit of Rs. 4,618 million in Fiscal 2013. Minority interest decreased by 61.24% to Rs. 1,222 million from Rs. 3,153 million due to a decrease in the profit of JPVL and Jaypee Infratech. The loss after tax from discontinuing operations was Rs. 2,301 million in Fiscal 2014 as compared to a profit after tax of Rs. 416 million in Fiscal 2013. The loss after tax from continuing operations was Rs. 5,947 million in Fiscal 2014 as compared to a profit after tax of Rs. 4,202 million in Fiscal 2013.

Consolidated Results of Operations of our Company for Fiscals 2013 and 2012

A summary of our Company's consolidated results of operations for Fiscals 2013 and 2012 as reflected in our Company's audited consolidated financial statements for Fiscal 2013 is set out in the table below:

Particulars	**Fiscal**			
	2013		**2012**	
	Rs. million	*% of total revenues*	*Rs. million*	*% of total revenues*
Revenues				
Revenue from operations (net)	189,708	99.17	148,735	98.37
Other income	1,579	0.83	2,470	1.63
Total revenues	191,287	100.00	151,205	100.00
Expenses				
Cost of materials consumed	36,858	19.27	24,569	16.25
Changes in inventories of finished goods and work-in-progress	(2,839)	(1.48)	336	0.22
Manufacturing, construction, real estate, infrastructure hotel/hospitality/event & power expenses	48,815	25.52	39,641	26.22
Employee benefits expense	8,819	4.61	6,600	4.36
Finance costs	45,688	23.88	31,341	20.73
Depreciation and amortization expense	14,360	7.51	9,516	6.29
Other expenses				

Particulars	Fiscal			
	2013		2012	
	Rs. million	*% of total revenues*	*Rs. million*	*% of total revenues*
	30,413	15.90	22,941	15.17
Total expenses	182,114	95.20	134,944	89.25
Profit before exceptional, prior period items and tax	9,173	4.80	16,261	10.75
Profit on sale of shares – exceptional item	-	-	-	-
Prior period adjustments	81	0.04	(7)	0.00
Profit before tax	9,254	4.84	16,254	10.75
Tax expense	1,482	0.77	6,783	4.49
Net profit after tax and before minority interest and share in earnings of Associates	7,772	4.06	9,471	6.26
Minority shareholders interest	(3,153)	(1.65)	(3,141)	(2.08)
Share in earnings of Associate	(1)	(0.00)	(1)	0.00
Profit for the year/period	4,618	2.41	6,329	4.19

Income

Revenue from Operations. Our Company's net revenue from operations increased by 27.55% to Rs. 189,708 million in Fiscal 2013 from Rs. 148,735 million in Fiscal 2012. This was primarily as a result of the following:

- an increase in revenues of the cement segment by 28.73% to Rs. 88,082 million from Rs. 68,424 million during this period, primarily due to an increase in cement sales during this period and a full year of operations for our Bokaro grinding unit;

- a significant increase in revenues of the real estate/infrastructure segment by 10.68% to Rs. 54,841 million from Rs. 49,547 million during this period, primarily arising from an increase in sales by Jaypee Sports International Limited and an increase in sales of commercial plots;

- an increase in revenues of the power segment by 48.56% to Rs. 24,618 million from Rs. 16,571 million during this period, primarily due to the commencement of operations of one unit of 250 MW of the Bina TPP from August 2012, the full year operations of Karcham-Wangtoo HEP in Fiscal 2013 as compared to seven months operations in Fiscal 2012 and the full year operations of Jaypee Powergrid Limited whose operations commenced in April 2012;

- an increase in construction revenues by 70.72% to Rs. 16,292 million from Rs. 9,543 million during this period, arising from execution of contract work at new projects in Bhutan and at the Baglihar hydroelectric project;

- an increase in revenues of our Company's hospitality segment by 15.58% to Rs. 2,181 million in Fiscal 2013 from Rs. 1,887 million in Fiscal 2012 on account of improved occupancy, realization and partial commencement of operations of our new hotel at Mussoorie; and

- an increase in revenue of our Company's sports event, toll collections, sale of VERs, manpower supply and other services by 22.14% to Rs. 2,150 million in Fiscal 2013 from Rs. 1,760 million in Fiscal 2012 primarily due to an increase in toll collection from the Yamuna and Himalyan expressway.

Other income. Other income including other operating income decreased by 10.08% to Rs. 3,123 million in Fiscal 2013 from Rs. 3,473 million in Fiscal 2012. This decrease was primarily due to a decrease in interest income.

Expenditure

Cost of materials consumed. The cost of materials consumed increased by 50.02 % to Rs. 36,858 million in Fiscal 2013 from Rs. 24,569 million in Fiscal 2012. This increase was primarily due to the following:

- an increase in the cost of coal consumed by 16.39% to Rs. 15,562 million in Fiscal 2013 from Rs. 13,370 million in Fiscal 2012 due to higher coal procurement costs and an increase in our Company's demand for coal corresponding to increased production of cement and cement products during this period;

- an increase in the cost of raw materials consumed by our cement and cement products and ourpower division by 53.25% to Rs. 13,880 million from Rs. 9,057 million corresponding to the increased production of cement and cement products during this period and commencement of operations of the first 250 MW unit of the Bina TPP for seven months;

- an increase in the cost of materials consumed (others) by 173.39% to Rs. 2,466 million from Rs. 902 million, primarily due to the cost of materials (cement, steel, aggregates, etc.) at our construction segment on account of increased construction activity;

- an increase in the cost ofpacking materials consumed by 26.69% to Rs. 3,574 million from Rs. 2,821 million, primarily due to an increase in volumes used and cost of cement bags; and

- an increase in consumption of stores and spares by 65.71% to Rs. 3,808 million in Fiscal 2014 from Rs. 2,298 million in Fiscal 2013 due to increased construction activity and an increase in production of clinker;

As a percentage of total revenues, the cost of materials consumed increased to 19.27% in Fiscal 2013 from 16.25% in Fiscal 2012.

Changes in inventories of finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress increased by 944.94% to Rs. negative 2,839 million in Fiscal 2013 from Rs. 336 million in Fiscal 2012, primarily due to the increase in inventories of cement and cement products to Rs. 5,962 million from Rs. 4,378 million and an increase in construction and others to Rs. 2,455 million from Rs. 1,026 million.

Manufacturing, construction, real estate, infrastructure, hotel/hospitality and power expenses. Our Company's manufacturing, construction, real estate, infrastructure, hotel/hospitality and power expenses increased by 23.14% to Rs. 48,815 million in Fiscal 2013 from Rs. 39,641 million in Fiscal 2012. This increase primarily arose from:

- an increase in real estate/infrastructure expenses by 13.95% to Rs. 24,297 million from Rs. 21,322 million, arising from an increase in construction and raw material costs, corresponding to increased sales volumes;

- an increase in event expenses to Rs. 3,215 million from Rs. 3,192 during this period as a result of the increase in expenses inhosting the Formula 1 race;

- an increase in power, electricity and water charges by 25.35% to Rs. 11,045 million from Rs. 8,811 million, arising primarily from the commissioning of the new cement plants and the first unit of Bina TPP, an increase in power tariffs during this period andincrease in sales; and

- an increase in freight, octroi and transportation charges by 25.42% to Rs. 6,158 million from Rs. 4,910 million, arising primarily from increased fuel costs and transportation expenses;

Employee benefits. Employee benefits increased by 33.62% to Rs. 8,819 million in Fiscal 2013 from Rs. 6,600 million in Fiscal 2012. This increase was primarily due to an increase in salaries, wages and bonus to Rs. 7,958 million from Rs. 5,921 million during this period as a result of an increase in employee headcount and annual salary increments and commencement of new projects.As a percentage of total revenues, employee benefits increased to 4.61% in Fiscal 2013 as compared with 4.36% in Fiscal 2012.

Finance costs. Finance costs increased by 45.78% to Rs. 45,688 million in Fiscal 2013 from Rs. 31,341 million in Fiscal 2012. This was primarily due to:

- an increase in interest on term loans to Rs. 34,210 million from Rs. 19,392 million;
- a decrease in interest on debentures to Rs. 4,866 million from Rs. 5,105 million;
- an decrease in financing charges to Rs. 2,295 million from Rs. 3,407 million during this period; and
- an increase in bank borrowing and others to Rs. 4,317 million from Rs. 3,381 million arising from the incurrence of new indebtedness.

The abovementioned increase is on account of the commencement of operations of the first 250 MW unit of Bina TPP in September 2012, the commencement of operations of Yamuna Expressway in August 2012, six months of interest on borrowings made to redeem zero percent foreign currency convertible bonds and an increase in other indebtedness on account of increase in our existing operations. The commencement of operations of Bina TPP and Yamuna Expressway increased our finance costs for Fiscal Year 2013 primarily due to difference in accounting policies for projects that have commenced operations. Prior to commencement of operations, we capitalize borrowing costs related to specific projects, but as projects commence operations, borrowing costs are not capitalized and are charged to the statement of profit and loss. See "*–Critical Accounting Policies – Borrowing Costs*".

As a percentage of total revenues, finance costs increased to 23.88% in Fiscal 2013 as compared with 20.73% in Fiscal 2012.

Depreciation and amortization expense. Depreciation and amortization expense increased by 50.90% to Rs. 14,360 million in Fiscal 2013 from Rs. 9,516 million in Fiscal 2012. This was primarily due to an increase in our Company's fixed assets during this Fiscal 2013 resulting from the commissioning of the Bina TPP and JCCL's Balaji clinker plant and the full year operations of the Jaypee Powergrid transmission line, the Bokaro cement plant, JAL's Sikandrabad grinding unit and JCCL's Balaji grinding unit, to a net carrying value of Rs. 425,569 million as of March 31, 2013 from Rs. 267,006 million as of March 31, 2012. As a percentage of total revenues, depreciation and amortization expense increased to 7.51% in Fiscal 2013 as compared with 6.29% in Fiscal 2012.

Other expenses. Other expenses increased by 32.57% to Rs. 30,413 million in Fiscal 2013 from Rs. 22,941 million in Fiscal 2012. This was primarily due to:

- an increase in loading, transportation and other charges to Rs. 17,050 million from Rs. 13,508 million during this period, arising from an increase in transportation and fuel costs;
- an increase in commission and discount on sales to Rs, 3,917 million from Rs. 2.832 million during this period, arising from increased sales in our Company's cement and real estate segments;
- an increase in sales promotion to Rs. 1,850 million from Rs. 1,011 million during this period, arising from increased sales in our Company's cement and real estate segments;
- an increase in legal and professional charges to Rs. 1,361 million from Rs. 1,064 million during this period;
- an increase in security and medical service expenses to Rs. 887 million from Rs. 618 million during this period; and
- an increase in miscellaneous expenses to Rs. 1,113 million from Rs. 909 million during this period.

Profit before exceptional, prior period items and tax

As a result of the foregoing, our Company's profit before exceptional, prior period items and tax decreased by 43.59% to Rs. 9,173 million in Fiscal 2013 from Rs. 16,261 million in Fiscal 2012. This was primarily due to a substantial increase in operating expenses, depreciation and finance costs during this period.

Profit before tax

Our Company's profit before tax decreased by 43.07% to Rs. 9,254 million in Fiscal 2013 from Rs. 16,254 million in Fiscal 2012. This was primarily due to a substantial increase in operating expenses depreciation and finance costs during this period.

Profit for the year

Profit for the year decreased significantly by 27.03% to Rs. 4,618 million in Fiscal 2013 from Rs. 6,329 million in Fiscal 2012.

Liquidity and Capital Resources

Our Group employs cash primarily to fund capital expenditure, investments and working capital requirements. Our Group traditionally meets our capital requirements through a variety of sources, including cash from operations, issue of debentures and bonds (including foreign currency convertible bonds) and short-term and long-term loans (including external commercial borrowings) from banks and financial institutions. Our Group's consolidated long-term borrowings (including the current portion of our long-term borrowings) and short-term borrowings amounted to Rs. 684,436 million and Rs. 41,552 million, respectively, as of March 31, 2014.

These sources of funding, and our Group's ability to fund our capital expenditure needs, could be adversely affected by market conditions for our Company's products, lower levels of liquidity in the capital and debt markets, changes in policies of the RBI and the Government of India, or an inability to obtain funds from external sources on acceptable terms or in a timely manner.

Cash Flows

The following tables set forth certain information about our Company's consolidated cash flows during Fiscals 2014 and 2013, as reflected in our Company's consolidated financial statements for Fiscal 2014.

Particulars	**Fiscal**	
	2014	**2013**[1]
	(Rs. Million)	
Cash inflow/(outflow) from operating activities	45,530	55,224
Net cash flow from/(used in) investing activities	(73,158)	(118,033)
Net cash flow from/(used in) financing activities	25,465	67,128
Net increase/(decrease) in cash and cash equivalents	(2,163)	4,319
Cash and cash equivalents at the end of the year/period	16,956	19,119

Note:

(1) References to financial information relating to Fiscal 2013 are references to financial information presented in the financial statements as of and for the fiscal year ended March 31, 2014, wherein financial information relating to Fiscal 2013 has been reclassified in order to provide comparability with our Company's consolidated financial statements as of and for the financial year ended March 31, 2014.

The following table sets forth certain information about our Company's consolidated cash flows during Fiscals 2013 and 2012 as reflected in our Company's consolidated financial statements for Fiscal 2013.

Particulars	**Fiscal**	
	2013[1]	**2012**
	(Rs. Million)	
Cash inflow/(outflow) from operating activities	54,323	42,462
Net cash from/(used in) investing activities	(121,822)	(142,298)
Net cash from/(used in) financing activities	67,166	60,256
Net increase/(decrease) in cash and cash equivalents	(333)	(39,580)
Cash and cash equivalents – closing balance	28,273	28,606

Note:

(1) References to financial information relating to Fiscal 2012 are references to financial information presented in the financial statements as of and for the fiscal year ended March 31, 2013, wherein financial information relating to Fiscal 2013 has been reclassified in order to provide comparability with our Company's consolidated financial statements as of and for the financial year ended March 31, 2013.

Cash flow from operating activities

The cash inflow from operating activities in Fiscal 2014 amounted to Rs. 45,530 million, arising from cash flow from operating activities primarily due to positive adjustments forfinance costs, depreciation, and a decrease in inventories, which were partially offset by negative adjustments due to increases in loans and advances and trade receivables and profit on sale of equity shares. Our Company's net cash used in investing activities in Fiscal 2014 amounted to Rs. 73,158 million, which was primarily attributable to the purchase of fixed assets and investments, as part of our Company's expansion activities, partially offset by the sale/redemption of investments in shares/mutual funds, sale of equity shares and changes in fixed deposits. Our Company's net cash from financing activities in Fiscal 2014 amounted to Rs. 25,465 million, which was primarily attributable to an increase in borrowings (net), which were partially offset by interest paid and dividend paid. As a result, our Company's net cash and cash equivalents decreased by Rs. 2,163 million during this period to a balance of Rs. 16,956 million as of March 31, 2014.

The cash inflow from operating activities in Fiscal 2013 amounted to Rs. 55,224 million, arising from cash flow from operating activities primarily due to positive adjustments for finance costs, depreciation, which were partially offset by negative adjustments due to increases in loans and advances, projects under development and trade receivables. Our Company's net cash used in investing activities in Fiscal 2013 amounted to Rs. 118,033 million, primarily attributable to the purchase of fixed assets and investments as part of our Company's expansion activities, partially offset by the sale of investments in equity shares and interest received. Our Company's net cash from financing activities in Fiscal 2013 amounted to Rs. 67,128 million, primarily attributable to the increase in borrowings (net of repayment) and an increase in security premium (net of expenses), which were partially offset by finance costs (including redemption premium) and dividend paid. As a result, our Company's net cash and cash equivalents increased by Rs. 4,319 million during this period to a balance of Rs. 19,119 million as of March 31, 2013.

The cash inflow from operating activities in Fiscal 2012 amounted to Rs. 42,462 million, arising from cash flow from operating activities primarily due to positive adjustments for finance costs and depreciation, which were partially offset by negative adjustments due to increases in trade receivables,projects under development, loans and advances and inventories. Our Company's net cash used in investing activities in Fiscal 2012 amounted to Rs. 142,298 million, primarily attributable to the purchase of fixed assets as part of our Company's expansion activities, partially offset by interest received. Our Company's net cash from financing activities in Fiscal 2012 amounted to Rs. 60,256 million, primarily attributable to an increase in borrowings (net of repayment), which were partially offset by finance costs (including redemption premium), a decrease in minority interest and dividend paid. As a result, our Company's net cash and cash equivalents decreased by Rs. 39,580 million during this period to a balance of Rs. 28,606 million as of March 31, 2012.

Working Capital, Cash and Indebtedness

Our Company has traditionally met our working capital requirements primarily through internally generated funds and committed working capital facilities provided by a consortium of Indian commercial banks. The facilities available to our Company include cash credit facilities, buyer's credit and bills discounting, as well as non-fund facilities in the form of letters of credit and bank guarantees.

In respect of our construction activities, customers are normally required to make an advance payment at the time of award of contract as a mobilization advance, as well as advance payments for the equipment or machinery required for the execution of the contract. Progress payments are normally made on a monthly basis during execution of the work. Such payments assist our Company in fulfilling our working capital and cash flow requirements. Mobilization advancesare adjusted against progress payments during the tenure of execution of the work.

Our Company's primary source of medium to long-term funding, in addition to internally generated funds, comprises loans from Indian commercial banks and the issuance of bonds or debentures in the domestic and international markets. ICICI Bank Limited is the principal term lender acting for our Company.

Our Company's borrowings consist substantially of term loans and non-convertible debentures. Term loans are based on the relevant bank's base rate plus margin and the non-convertible debentures have fixed rate coupons and redemption premium, if any. The term loans and debentures are secured by charges over the assets of our Company.

Substantially all of our Company's borrowings are denominated in Rupees, except for the following foreign currency loans.

i. Loan of U.S.$19.82 million provided by AKA Ausfuhrkedit Gesellschaft GmbH, Germany in February 2005. The disbursement of U.S.$0.24 million has not yet been availed. As of March 31, 2014, U.S.$6.09 million is outstanding;

ii. External commercial borrowing of JPY25,447.50 million and U.S$ 32.50 million in March 2007, which is equivalent to approximately U.S.$250.00 million. Our Company has hedged the exchange risk. The proceeds were utilized for capital expenditure in accordance with RBI's guidelines on external commercial borrowings, as amended from time to time. As of March 31, 2014, U.S.$32.50 million remain outstanding. The last date of payment is March 28, 2017;

iii. External commercial borrowing of JPY 1,030.27 million and U.S$ 27.00 million in 2007, which is equivalent to approximately U.S$ 38.00 million. Our Company has hedged the exchange risk. The proceeds were utilized for capital expenditure in accordance with RBI's guidelines on external commercial borrowings, as amended from time to time. As of March 31, 2014, JPY 408.84 million and U.S$9.52 million remain outstanding. The last date of payment is October 31, 2016;

iv. External commercial borrowing of GBP and CAD equivalent to U.S.$100.00 million in 2009. The proceeds were partly utilized for buy back of foreign currency convertible bonds and partly for capital expenditure in accordance with RBI's guidelines on external commercial borrowings, as amended from time to time. The repayment commenced in December 13, 2012. As of March 31, 2014, GBP 17.42 million and CAD 30.81 million remain outstanding. The last date of payment is June 26, 2015;

v. Issue of U.S.$150.00 million of foreign currency convertible bonds in September 2012 for redemption of existing outstanding foreign currency convertible bonds due for redemption. As of March 31, 2014, foreign currency convertible bonds in an aggregate amount of U.S.$39.60 million have been converted into Equity Shares and 28,445,567 Equity Shares issued upon such conversion. As of March 31, 2014, foreign currency convertible bonds amounting to U.S.$ 110.40 million were outstanding. The bonds mature on September 8, 2017; and

vi. External commercial borrowing of U.S.$150.00 million raised in September 2012. The proceeds were used for redemption of existing outstanding foreign currency convertible bonds due for redemption. Our Company has hedged the exchange risk. As of March 31, 2014, U.S.$150.00 million is outstanding.

As of March 31, 2014, our Company's total consolidated borrowings amounted to Rs. 725,988 million consisting of long-term borrowings (including current maturities of long-term borrowings) amounting to Rs. 684,436 million and short-term borrowings of Rs. 41,552 million. The following tables set out the principal elements of our Company's consolidated indebtedness as of March 31, 2014, 2013 and 2012:

Long-term borrowings (Including Current Maturities of Long Term Borrowings)	**As of March 31, 2014**	**As of March 31, 2013[1]**	**As of March 31, 2012[1]**
	(Rs. million)	*(Rs. million)*	*(Rs. million)*
I. Secured Loans:			
A. Non-Convertible Debentures	55,584	65,926	78,876
B. Term loans:			
(i)From financial institutions			
(a) In Rupees	77,347	39,078	30,487
(b) In foreign currency	606	719	830
(ii)From banks			
(a) In Rupees	463,283	407,585	316,165
(b) In foreign currency	10,238	8,961	2,123
(iii) From others	3,632	3,891	4,750
C. Deferred Payment Liabilities			
Foreign currency – Buyer's credit	250	414	561
D. Loan from State Government (interest free)	3,557	3,073	2,449
E. Advance from Clients			
From Government Departments, Public Sector Undertakings and Others – secured against hypothecation of construction material and plant and machinery:			
(a) Interest bearing	61	61	61
II. Unsecured Loans:			
A. Convertible Debentures	670	1,000	1,000
B. Foreign Currency Convertible Bonds	18,776	17,026	28,544
C. Foreign Currency Loans from Banks:			
(i) ECB (U.S.$)	1,966	4,980	8,300
(ii) ECB (GBP)	1,546	2,553	2,551
(iii) ECB (CAD)	1,728	2,857	2,635
(iii) ECB (USD) 2012	8,325	8,220	-
D. Loans from Banks/FIs	4,493	6,879	5,877
E. Fixed Deposits Schemes	24,912	27,113	21,898
F. Others (Including Deferred Payment for Land	7,462	9,372	10,058
Total	684,436	609,708	517,165

Short-term borrowings	As of March 31, 2014	As of March 31, 2013[(1)]	As of March 31, 2012[(1)]
	(Rs. million)	*(Rs. million)*	*(Rs. million)*
I. Secured Loans:			
A. Term Loans:			
(i) From banks	18,079	1,606	566
(ii) From others	-	56	47
B. Working Capital Loans			
From banks	10,826	7,190	2,841
C. Bills discounting	339	317	-
II. Unsecured Loans:			
A. Loans from banks	3,574	4,090	4,411
B. Bills discounting	8,676	8,009	6,591
C. Commercial papers	-	-	-
D. Fixed deposits scheme	58	133	121
Total	41,552	21,401	14,577

Note:

(1) References to financial information relating to Fiscal 2013 are references to financial information presented in the financial statements as of and for the fiscal year ended March 31, 2014 and References to financial information relating to Fiscal 2012 are references to financial information presented in the financial statements as of and for the fiscal year ended March 31, 2013.

Our total consolidated borrowings increased by 15.03%, from Rs. 631,109 million as of March 31, 2013 to Rs. 725,988 million as of March 31, 2014, primarily due to the funding needs of our projects under development in the power, captive power and cement segment.

The following table shows the maturity profile of our Company's standalone borrowings as of March 31, 2014:

	Due within 1 year	Due within 2-5 years	Due after 5 years	Total
		(Rs. millions)		
Term loans	25,009	114,236	27,487	166,732
Non-convertible debentures.....................	13,533	15,683	5,500	34,717
Short-term loans	35,492	-	-	35,492
Other (Advances, deposits etc.)	8,644	13,695	2,118	24,457
FCCB/ECB (Unsecured)	2,738	16,392	1,113	20,243
Total	85,416	160,006	36,218	281,640

Our Company's ability to incur additional debt in the future is subject to a variety of uncertainties, including, among other things, the amount of capital that other Indian entities may seek to raise in the domestic and foreign capital markets, economic and other conditions in India that may affect investor demand for our Company's securities and those of other Indian entities, the liquidity of Indian capital markets and our

Company’s financial condition and results of operations. Our Company intends to continue to utilize long-term debt.

Our Company has contingent liabilities in respect of guarantees provided by banks and financial institutions in relation to bid bonds, performance guarantees and retention money guarantees related to our Company’s engineering and construction activities, which are shown as contingent liabilities in the financial statements of our Company. Our Company has a non-fund based guarantee limit of Rs. 31,250 million from a consortium of working capital lenders, of which Rs. 21,654 million has been utilized as of March 31, 2014.

Our Company is subject to various customary covenants and restrictions in our domestic financing agreements, including the requirement to obtain lender consent to incur further indebtedness, undertaking new projects, to effect mergers and acquisitions and payment of dividends. Some of our Company’s financing agreements permit lenders to convert their debt into equity to the extent of the defaulted amounts, if any, in debt service. Although our Company has sought such consents from our lenders, certain consents have not been obtained as of the date of this Placement Document. In addition, our Company may not have obtained all of the required consents on previous occasions when we incurred additional indebtedness. As a result, there may have been breaches under certain of our Company’s financing documents in respect of which our Company has not sought waivers. While we believe we have strong relationships with our lenders and continuously engage with them on changes to our indebtedness profile and have informed all our lenders that we are undertaking this Issue (and our Company has also obtained the consent of ICICI Bank Limited, our lead term lender), there can be no assurance that a lender won’t withhold consent for the Issue.

Our interest coverage ratio (defined as cash profit after tax plus interest paid divided by interest paid) on a consolidated basis as of March 31, 2012, 2013 and 2014 was 1.73%, 1.48% and 1.12%, respectively.

Contractual Commitments and Capital Expenditures

In addition to the payment obligations under our Company’s borrowings set forth above, our Company also has continuing obligations to make payments pursuant to certain contractual obligations. As of March 31, 2014, our Company’s standalone commitments amounted to Rs. 4,149 million. These contractual commitments consist of the estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances), obligations under outstanding letters of credit and export obligations under certain incentive schemes that our Company has availed.

Our Company’s standalone capital expenditure amounted to Rs. 19,916 million for the year ended March 31, 2014 and Rs. 31,821 million for the year ended March 31, 2013. This expenditure principally related to plant and machinery for the engineering and construction and cement divisions, development of thermal power plants, infrastructure development for various project sites, furniture and fixtures and interest and other expenses during the construction and development of various projects.

Our Company’s capital expenditure plans are subject to risks, including, among other things, unforeseen engineering problems, delays in obtaining property rights and government approvals, force majeure events, unanticipated cost increases and contractor performance shortfalls, any of which could give rise to delays, cost overruns or the termination of the expansion plans. The failure to complete development as planned, or in accordance with agreed specifications, could result in higher costs, lower returns on capital or reduced future earnings. Our Company could also be required to draw funds from external sources. In addition, if our Company is unable to complete our Company’s capital expenditure plans, our Company may not be able to recover our investments on these projects.

Our Company has in the past relied principally on equity funding, borrowings from banks and cash flow from operations as our Company’s main sources of funds. Our Company expects that, going forward, our Company will finance our capital expenditure through internal accruals and borrowings if required.

Contingent Liabilities

The following table sets forth our Company's consolidated contingent liabilities as at March 31, 2014.

	As at March 31, 2014
	(Rs. Million)
Contingent liability not provided for in respect of:	
(a) Claims against our Company/disputed liability (excluding income tax) not acknowledged as debts….	27,880
Amount deposited under protest	7,444
Bank guarantee deposited under protest (included in (b) below)	2,078
(b)Outstanding amount of bank guarantees	22,340
Margin money deposited against the above	306
(c) Income tax matters under appeal	17,717
(d) Penalties imposed by the CCI on our Company under appeal with COMPAT (For further details please refer to the section titled "*Legal Proceedings*")(1)	13,236
(e) Penalties imposed by the Government of Himachal Pradesh for violation of environmental laws on our Company under appeal (For further details please refer to the section titled "*Legal Proceedings*")(2)	1,000

Notes:
(1) Includes Rs. 1,324 million deposited by our Company with COMPAT.
(2) Includes Rs. 500 million deposited by our Company with the Himachal Pradesh High Court.

Claims against our Company not acknowledged as debts includes VAT / sales tax matters, excise matters, entry tax matters, competition matters, environmental matters and electricity duty matters under appeal and other claims.

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates, of financial instruments. Our Company is exposed to various types of market risks, including changes in interest rates and foreign exchange rates, in the ordinary course of business. We maintain our accounting records and prepare our financial statements in Indian Rupees.

A portion of our Company's borrowings is also denominated in foreign currencies. The following table sets forth certain information regarding our Company's standalone foreign currency debt exposure for the periods indicated.

Particulars	**As at March 31,**		
	2012	**2013**	**2014**
Total foreign currency denominated debt (Rs. million)........	35,777	28,147	23,360
Total foreign currency debt as percentage of total outstanding debt (%)........	16.18	11.56	8.29

Interest Rate Risk

Our Company's exposure to market risk for changes in interest rates relate primarily to our Company's secured floating rate debt obligations. As of March 31, 2014, all of our Company's consolidated secured indebtedness, except for our Company's non-convertible debentures, carry interest at floating rates.

Exchange Rate Risk

Changes in currency exchange rates influence our Company's results of operations. Our Company reports our financial results in Indian Rupees, while a portion of our Company's total income and expenses are denominated, generated or incurred in currencies other than Indian Rupees. Our Company incurs expenditure and also makes procurements in foreign currencies for certain of our businesses.

Related Party Transactions

Our Company has engaged in the past, and is likely to engage in future, in transactions with related parties, including our Company's affiliates and certain key management members from time to time on an arm's length basis. Such transactions are for provisions of goods and services as well as for incurrence of indebtedness. For details of our Company's related party transactions, see the section "*Financial Statements*".

Off-Balance Sheet Arrangements

Other than guarantees as referred to in "Contingent Liabilities" above, our Company does not have any off-balance sheet arrangements or obligations.

Other Confirmations

There have been no reservations or qualifications or adverse remarks of auditors of our Company in the last five financial years immediately preceding the year of circulation of this Placement Document.

RECENT DEVELOPMENTS

Demerger of Gujarat Cement Plants by Jaypee Cement Corporation Limited to Ultratech Cement Limited

JCCL, pursuant to an agreement dated September 11, 2013, has sold the Gujarat cement plant to Ultratech Cement Limited, for an enterprise value of Rs. 38,000 million (besides the net actual working capital), by way of a scheme of arrangement which was to be sanctioned by the Honorable Allahabad High Court. Pursuant to an order dated October 31, 2013 the Honorable Allahabad High Court ordered the convening of the meetings of the creditors of JCCL for demerger of the Gujarat cement plant. The scheme was also approved by the creditors of JCCL on December 7, 2013. The approval of the shareholders was not required for JCCL as JAL was the only shareholder of JCCL and had already given its no objection to the scheme. Hence, JCCL was exempted from convening a shareholders' meeting to approve the scheme by the Honorable Allahabad High Court.The scheme was then sanctioned by the Honorable Allahabad High Court on April 17, 2014. Ultratech Cement Limited obtained the approval of its shareholders and creditors for the scheme of arrangement at their respective meetings held on January 20, 2014. UCL obtained the approvals of the NSE and BSE, both dated October 24, 2013 and of the Competition Commission of India on December 20, 2013. The scheme of arrangement was sanctioned by the Honorable Bombay High Court on April 4, 2014. SEBI accorded its second approval to the scheme of arrangement on May 15, 2014. The transaction has been completed and the Gujarat cement plant has been handed over to Ultratech Cement Limited on June 12, 2014.The entire sale consideration has been received. The transaction has resulted in a debt reduction of Rs. 18,066 million of JCCL. See "*Risk Factors – The revenues contributed by Gujarat cement plant shall not be available to us in the future* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*"

Stake sale in Bokaro Jaypee Cement Limited

JAL, pursuant to a share purchase agreement dated March 24, 2014 agreed to sell its entire share holding of 74% (98,901,000 equity shares of Rs. 10 each owned by it), at a price of approximately Rs. 69.74 per equity share of Bokaro Jaypee Cement Limited (a joint venture with Steel Authority of India Limited which holds the balance 26% of the equity shares of Bokaro Jaypee Cement Limited), in Bokaro Jaypee Cement Limited to Dalmia Cement (Bharat) Limited subject to receipt of approvals of Steel Authority of India Limitedand such other approvals as may be necessary from lenders of Bokaro Jaypee Cement Limited and the concerned authorities. The share sale consideration for the transaction is Rs. 6,897 million. JAL and Bokaro Jaypee Cement Limited have applied for such approvals in respect of this transaction. The transaction is expected to be concluded within a period of six months subject to receipt of such approvals. Bokaro Jaypee Cement Limited is currently operating the Bokaro cement plant.We expect to realize a cash inflow of approximately Rs. 6,897 million and a debt reduction of Rs. 1,610 million from the sale of the Bokaro Jaypee Cement Limited.

Commencement of operations of the Nigrie TPP

The first unit (660 MW) of Nigrie TPP, which is operated by our subsidiary JPVL, has been successfully synchronized with the grid on May 7, 2014 and is expected to commence commercial operations shortly.

Transfer of the BASPA II HEP and the Karcham-Wangtoo HEP

The board of directors of JPVL at its meeting held on March 1, 2014 had decided to monetize two of its operating power projects, namely the BASPA II HEP and the Karcham-Wangtoo HEP. The divestment is proposed by way of spin off of the BASPA II HEP and the Karcham-Wangtoo HEP into JPVL's two separate wholly owned subsidiaries, namely HBPCL and HKPCL respectively, through a scheme of arrangement to be sanctioned by the Honorable High Court of Himachal Pradesh or National Company Law Tribunal pursuant to the provisions of the Companies Act, 2013 on a 'going concern' basis, along with all the assets and liabilities relating to such projects. After such divestment, the entire share capital of HBPCL and HKPCL will be transferred by JPVL to a consortium of purchasers comprising of: (a) TAQA India Power Ventures Private Limited (a wholly-owned (99.99%), indirect subsidiary of Abu Dhabi National Energy Company PJSC; (b) Indo-Infra Inc. (a wholly-owned subsidiary of Public Sector Pension Investment Board, a Canadian Crown Corporation, hereinafter referred; and (c) India Infrastructure Fund-II (a Category-I Alternative Investment Fund (sub category Infrastructure Fund) registered with the Securities Exchange Board of India and acting through IDFC Alternatives Limited. JPVL intends to use the proceeds from the transfer of the BASPA II HEP and the Karcham-Wangtoo HEP to invest in its ongoing thermal power projects and retirement of part of its debts. JPVL is in the process of obtaining all necessary approvals including approval of the lenders and Government of Himachal Pradesh. JPVL is currently awaiting the approval of Stock Exchanges / SEBI for the transaction. Upon the receipt of approval from the Stock Exchanges / SEBI, JPVL shall file a scheme of demerger with the Honorable High Court of Himachal Pradesh or National Company Law Tribunal pursuant to the provisions of the Companies Act, 2013. The transaction is expected to be concluded within a period of six to eight months subject to receipt of necessary approvals. We expect to realize a cash inflow of Rs. 38,200 million and a debt reduction of approximately Rs. 58,690 million from the spin-off of the BASPA II HEP and the Karcham-Wangtoo HEP.

Temporary Shutdown of the Vishnuprayag hydroelectric power plant

The unprecedented floods of very high intensity with excessive silt, boulders and, other materials in the Alakananda river had resulted in shutdown of the barrage operations and Vishnuprayag HEP with effect from June 16, 2013. Accordingly, a force majeure event was declared in accordance with Vishnuprayag PPA. JPVL has been paid an interim insurance claim amount of approximately Rs. 250 million during Fiscal 2014. The restoration and associated works including clearing of debris has since been completed and the Vishnuprayag HEP has resumed power generation with effect from April 12, 2014.

Submission of the Karcham-Wangtoo tariff petition with the CERC

JPVL had entered into a PPA with PTC on March 21, 2006 for supply of energy corresponding to gross capacity of 704 MW from the Karcham-Wangtoo HEP for a period of 35 years starting from the commercial operations date of the plant. On July 27, 2009, JPVL filed a petition with CERC for approval of revised capital cost incurred or to be incurred for setting up of the Karcham-Wangtoo HEP. The petition was rejected by the CERC in its order dated October 26, 2009 holding that it was not maintainable.

Subsequently, based on legal advice received, JPVL declared the Karcham-Wangtoo PPA void because a significant provision of the PPA with respect to determination of tariff could not be enforced. PTC and JPVL were then involved in various litigations and arbitrations in relation to this matter.

Pursuant to an order dated May 15, 2012 of the Delhi High Court directing JPVL to approach the CERC for determination of tariff, a settlement agreement dated August 5, 2013 was entered between JPVL and PTC. Pursuant to such settlement agreement, JPVL and PTC have withdrawn all ongoing litigations against each other with respect to the validity of the Karcham-Wangtoo PPA. JPVL had also agreed to file a fresh tariff petition with the CERC for fixation of tariff in respect of the Karcham-Wangtoo PPA which was filed on September 3, 2013. Since JPVL and PTC were keen on commencement of supply of power at the earliest and the determination by CERC was likely to take more time, JPVL filed an application with the CERC on February 6, 2014 for fixation of provisional tariff, a decision in respect of which is awaited.

In the meantime, JPVL has commenced scheduling of 200 MW power from Karcham-Wangtoo HEP to PTC from May 1, 2014 and a further 200 MW from June 1, 2014, against the 704 MW agreed with PTC under the Karcham-Wangtoo PPA. It is expected that the balance power shall also be scheduled shortly.

INDUSTRY OVERVIEW

The information in this section has been derived from various publicly available sources and government publications. Neither our Company nor any other person connected with the Issue has independently verified this information and none of these parties makes any representation as to the accuracy of this information. Industry sources and publications referred to by us state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and accordingly, investment decisions should not be based on such information. Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

Overview of the Indian Economy

India's population is approximately 1.2 billion, second only to China. India had an estimated gross domestic product ("**GDP**") of approximately U.S.$4.962 trillion in 2013 (based on purchasing power parity), which made it the fourth largest national economy in the world after the European Union, the United States of America and China. The Indian economy has averaged a growth rate of over 8.0% during the five year period between Fiscal 2007 and Fiscal 2011. In 2010, the Indian economy rebounded robustly from the global financial crisis – in large part because of strong domestic demand – and growth exceeded 8.0% year-on-year in real terms. *(Source: The World Factbook 2014. Washington D.C.: Central Intelligence Agency 2014)*

However, the Indian economy has been adversely affected by some spill-over effects of the global economic slowdown coupled with domestic pressures. In Fiscal 2013, the Indian economy registered a growth rate of 5.0% (GDP at factor cost), down from 6.2% in Fiscal in Fiscal 2012, and 8.4% in Fiscal 2011. The RBI's construction sector indicator witnessed an upward incline in Fiscal 2014 from 2.8% in the first quarter to 4.3% in the second quarter. According to the RBI, the expected GDP growth rate for Fiscal 2015 is in the range of 5 to 6 per cent. During Fiscal 2014, monetary policy had to face an extraordinary spell of financial turbulence on account of the United States Federal Reserve's contemplating tapering of its large scale asset purchase program. However, India, having rebuilt its buffers during the third quarter withstood the announcement better than most of its peers. Investment remained subdued in the Fiscal 2013 and was caused primarily due to non-monetary factors. Moderation in the cost of projects sanctioned by major banks and financial institutions for new corporate investment persisted during this period. Industry-wise analysis of investment intentions revealed that the share of the power sector in the total planned investment was the highest. *(Source: RBI, Macroeconomic and Monetary Developments: Third Quarter Review 2013-14 (the "RBI Macroeconomic and Monetary Review")*

The RBI expects that the reform measures announced lately will help to improve growth and the drag of stalled infrastructure investment on growth will decline as the policy environment, pace of clearances for projects and input supplies improve. The RBI therefore considers it necessary to remove certain policy constraints in the Indian infrastructure sector, particularly in the infrastructure and energy-intensiveindustrial projects, at the earliest. Further,the RBI's industrial outlook survey shows that business confidence has started to rebuild and growth in Fiscal 2014 is expected to be moderate paced with support from rural demand, a pick-up in exports and turnaround in investment demand. *(Source: The RBI Macroeconomic and Monetary Review)*

Overview of the Infrastructure Industry in India

The draft 12th Five Year Plan (2012-17) published by the Planning Commission proposes an acceleration of growth over the plan period of 9.0% in the terminal year, and yielding an average growth rate of 8.2% during the plan period. It emphasizes that the growth must be both inclusive and sustainable, and to achieve these objectives, it proposes a comprehensive plan in terms of policies and programs. The estimates show resource availability for the 12th Five Year Plan at Rs. 80,501.2 billion (at 2011-12 prices), or 11.8% of GDP. *(Source: Planning Commission, Government of India Press Information Bureau, Government of India)*

The fast growth of the Indian economy in recent years has placed increasing stress on physical infrastructure such as power, telecommunications, road transport, railways, airports, ports, irrigation, and urban and rural water supply and sanitation, all of which suffer from a substantial deficit in terms of capacities as well as efficiencies in the delivery of critical infrastructure services. Although there have been certain improvements in infrastructure development in transport, communication and energy sectors in India in the recent years, there are still significant gaps that need to be bridged. To address the infrastructure deficit, the 11th Five Year Plan (2007--12) had projected an investment of Rs. 20,561.5 billion (at 2006-07 prices) as compared to an investment of Rs. 9,160.8 billion realized during the 10th Five Year Plan (2002-07). The available information suggests that the investment realized during the 11th Five Year Plan would be Rs. 19,448.0 billion (at 2006-07 prices) reflecting an achievement of about 95% against the projected investment, and an increase of 2.12 times as compared to the investment during the 10th Five Year Plan. *(Source: Secretariat for Infrastructure, Planning Commission, Government of India)*

The sector-wise investments (at 2006-07 prices) during the 10th and 11th Five Year Plans are set out below.

Sector	10th Five Year Plan	11th Five Year Plan (Provisional)		
	Actual (Rs. billion)	Projections (Rs. billion)	Investment (Rs. billion)	Investment (as a % of projections)
Electricity*	2,746.6	6,665.3	6,346.1	95
Roads and Bridges	1,526.2	3,141.5	3,618.2	115
Telecommunications	1,446.7	2,584.4	3,359.3	130
Railways*	1,034.9	2,618.1	1,954.2	75
Irrigation*	1,214.8	2,533.0	1,956.9	77
Water Supply and Sanitation	605.0	1,437.3	962.5	67
Ports*	223.3	879.0	347.7	40
Airports	73.5	309.7	292.8	95
Oil and Gas pipelines	233.9	168.6	468.5	278
Storage	55.9	223.8	142.0	63
Total	**9,160.8**	**20,561.5**	**19,448.0**	**95**

** Electricity includes Non-conventional energy, Irrigation includes Watershed, Railways includes Mass Rapid Transit System and Ports include Inland waterways.*
(Source: Secretariat for Infrastructure, Planning Commission, Government of India)

The share of private investment in the 11th Five Year Plan was expected at 37.5% as compared to 22.0% realized during the 10th Five Year Plan. The total investment in infrastructure during the 11th Five Year Plan was likely to be 7.2% of GDP as compared to 5.0% during the 10th Five Year Plan. This sharp increase can be attributed largely to the rapid rise in investment by the private sector. The 11th Five Year Plan aimed at achieving faster and more inclusive growth. It was felt at that time that infrastructure inadequacies would constitute a significant constraint in realizing this development potential, and to overcome this constraint, an ambitious program for development of rural and urban infrastructure involving both public and private sectors was devised. The Planning Commission has suggested that the 12th Five Year Plan must continue the focus on accelerating the pace of investment in infrastructure, as this is critical for sustaining and increasing growth. However, since resource constraints will continue to limit public investment in infrastructure in other areas, public private partnership ("**PPP**") based development needs to be encouraged wherever feasible. The Planning Commission emphasizes the need to review the factors which may be constraining private investment, and to take steps to rectify them. *(Source: Secretariat for Infrastructure, Planning Commission, Government of India)*

Expected Investment in the Indian Infrastructure Industry

Set out below are certain projections prepared by the Planning Commission for investment during the 12th Five Year Plan including investments in the electricity and road transportation sectors during this period, as compared to total investments under the 11th Five Year Plan.

	11th Five Year Plan*		Projections for the 12th Five Year Plan**						
	Total (Rs. billion)	% of total	Fiscal					Total	% of total
			2013	2014	2015	2016	2017		
			(Rs. billion at 2011-12 prices)						
Investment by Central	9,652.0	34.8	2,4,67.3	2,777.9	3,129.8	3,5,28.6	3,981.0	15,884.5	30.9

Government									
Investment by State Government	7,6,82.5	27.7	1,928.7	2,103.2	2,293.6	2,501.3	2,727.9	11,554.5	22.4
Private Investment	10,412.0	37.5	3,083.8	3,719.6	4,538.6	5,615.6	7,067.7	24,025.3	46.7
Total Investment	**27,746.6**	**100.0**	**7,479.8**	**8,600.7**	**9,961.9**	**11,645.4**	**13,776.6**	**51,464.3**	**100.0**
GDP* **	**384,248.9**		**94,757.0**	**102,337.6**	**111,548.0**	**121,587.3**	**132,530.2**	**56,2760.0**	
Investment as % of GDP	**7.2**		**7.9**	**8.4**	**8.9**	**9.6**	**10.4**	**9.1**	

** The investments in the 11th Five Year Plan have been revised from the 2006-07prices to the 2011-12 prices to enable a comparative assessment.*
*** These projections have been prepared by the Planning Commission on the basis of certain assumptions, further details in relation to which are available at http://infrastructure.gov.in/pdf/Interim_Report.pdf, and which, among others, are dependent on certain policy initiatives that the Government would need to take for ensuring this level of investment.*
**** The GDP growth rates of 7% and 8% have been assumed for Fiscal 2013 and Fiscal 2014, while a growth of 9.0% has been assumed for the remaining three years of the 12th Five Year Plan.*
(Source: Interim Report of the High Level Committee, Financing of Infrastructure)

The total investment during the 12th Five Year Plan is projected at Rs. 51,464.3 billion compared to Rs. 27,746.6 billion during the 11th Five Year Plan (at 2011-12 prices). While the share of public investment is projected to decrease to 53.3% from a level of approximately 62.5% in the 11th Five Year Plan, the share of private investment is projected to increase to 46.7% of the total investment as compared to 37.5% during the 11th Five Year Plan. *(Source: Interim Report of the High Level Committee, Financing of Infrastructure)*

Overview of the Indian Construction Industry

The construction sector contributed around 8% to India's GDP (at constant prices) in the last five years (2006–07 to 2010–11). The Indian construction sector depends on the development of infrastructure such as power systems, telecommunication systems, road, rail and air transport systems, irrigation systems, airports and other urban and rural infrastructure, such as water and sanitation systems, as well as the development of residential, commercial, institutional and industrial buildings. The growth in the construction sector has primarily been on account of increased spending on physical infrastructure in the last few years through certain Government programs. The forward and backward multiplier impact of the construction industry is significant. Construction costs account for nearly 60–80% of the project cost of roads and housing and a significant portion in case of other infrastructure sectors. Construction materials such as cement, steel, bricks, glass and plastics account for nearly two-thirds of the construction costs.

Set out below are certain macro-variables of the Indian construction industry.

	Fiscal				
	2007	**2008**	**2009**	**2010**	**2011**
GDP from construction (Rs. billion)	2,850.0	3,150.0	3,330.0	3,560.0	3,850.0
Share of GDP (%)	8.0	8.1	8.0	7.9	7.9
Growth rate for GDP in construction (%)	10.3	10.7	5.4	7.0	8.1

(Source: RBI and the Planning Commission, Government of India.)

The construction industry is the second largest employer in India after agriculture with around 31,000 enterprises involved in 2011. Over 95% of these enterprises employ less than 200 personnel and only a little over 1% have more than 500 employees. The employment figures have shown a steady rise from 14.5 million in 1995 to 41 million in 2011, of which technicians and foremen, skilled workers and clerical staff represent 2.7%, 9.1% and 2.3% of the total workforce, respectively. The rest of the workforce is comprised primarily of unskilled workers. A large part of the industry remains unorganized. *(Source: Planning Commission, Government of India.)*

Set out below are certain developments which have been achieved during the 10th and 11th Five Year Plans.

- Construction was declared an "industrial concern" under the IDBI Act in March 2000 in order to increase the flow of institutional credit to the sector.
- Setting up of the arbitral institutions for resolution of business disputes in the construction industry.
- Development of institutions and implementation plans for safety and quality related issues.

- Improvement in procurement practices for the public sector, and also development of regulatory manuals to ensure quick and effective procurement procedures.
- Setting up of models for PPP in construction activity.
- Mechanization and better training leading to enhanced productivity per person.

(Source: Planning Commission, Government of India.)

Despite its achievements, the Indian construction industry faces many constraints, which are set out below.

- Skill upgrading schemes launched by the state and central governments are inadequate and only a handful of large firms organize training programs.
- There is currently no unified regulatory framework for the construction industry and construction activities are administered through 32 different laws, rules and statutes.
- Contracting procedures are inadequate and the total cost of procuring, supervising and monitoring incurred by the project owner could, at times, be up to 22% of the cost of the asset created.
- There is lack of an efficient and stable dispute resolution regime, leading to costly and time-consuming disputes between the promoters of the project and contractors.
- Presently, the Indian construction industry suffers from poor state of technology leading to inefficiencies and wastage. The investment in research and development is 0.03–0.05% of the investment in construction as against 1.5–2% in certain south-east Asian countries and 4–6% in developed economies.
- Apart from a shortage of workers, there is a shortage of contractors, especially in specialized areas.
- Most of the construction materials continue to be manufactured in the unorganized sector which makes it difficult to induct modern technology.

(Source: Planning Commission, Government of India.)

The Indian construction industry may be termed working capital-intensive in terms of gross working capital requirements with high payment receivable risk, even though it is not fixed capital-intensive. In addition, there are capital requirements for modernization of equipment or expansion and project specific equity, debt or mezzanine debt requirements. The funds requirement of the construction industry is approximately U.S.$ 1,000.0 billion with the modernization requirements of the construction industry estimated to be approximately U.S.$ 150–200 billion. Although the flow of bank credit has improved to the construction industry, institutional finance still remains inadequate. The Indian construction industry is faced with high operation, maintenance, and financial costs. Apart from non-availability of credit for the sector, non-availability of bankable project reports in the construction sector and huge time and cost overruns of construction projects are some of the reasons for delays in such projects. *(Source: Planning Commission, Government of India.)*

Set out below is the flow of bank credit to the construction sector between Fiscal 2007 and Fiscal 2011.

	Fiscal				
	2007	**2008**	**2009**	**2010**	**2011**
Gross Bank Non-Food Credit (Rs. billion)	18,010	22,050	26,020	30,400	36,670
Bank Credit to Construction Industry (Rs. billion)	200	280	390	440	500
Percentage share (%)	1.1	1.3	1.5	1.5	1.4

(Source: Planning Commission, Government of India.)

Set out below is the annual and cumulative FDI flows into construction activities, including the roads and highways sector.

	Fiscal				**Cumulative (April 2000–August 2011)**
	2008	**2009**	**2010**	**2011**	
FDI (Rs. billion)	69.9	87.9	134.7	49.8	420.7

*(Source: Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (the "**DIPP**").)*

Key Drivers of Growth for the Construction Industry during the 12th Five Year Plan

Forecasts for the market size of the construction industry for the 12th Five Year Plan period indicate that the aggregate output of the industry during this period is likely to be 52,310.0 billion increasing from

7,670.0 billion in Fiscal 2013 to 13,590.0 billion in Fiscal 2017. As noted earlier, growth in the construction industry is linked to growth in the infrastructure sector and the building industry, with these industries expected to contribute equally to the expected output. The thrust on capacity expansion in the infrastructure sector will continue in the 12th Five Year Plan. Apart from steady growth in construction related to industrial buildings, the industry catering to commercial real estate and non-residential sector is likely to grow at an accelerated pace due to a vibrant and growing service industry such as IT and related sectors, hospitality and tourism industry and logistic services. The real estate sector faces challenges despite strong growth in the past. The current trend in the real estate market is that after making investments in land, the project construction is mainly retail financed, that is, through advances or milestone based payments from owners. In affordable housing projects, retail finance continues to be a challenge as the ability of the retail investors is very limited.

To deal with the multiplicity of laws, the draft 12th Five Year Plan suggests a common construction law which would harmonize the existing statutes relating to the construction sector. It also suggests that a nodal regulatory authority be formed in the shape of a central construction authority at the national level, with state authorities at the state levels in order to administer and monitor construction law. These authorities could also act as nodal agencies of the Government on all issues related to the construction sector. Further, steps would be taken during the 12th Five Year Plan period to promote the use of institutional arbitration systems according to which arbitrators are appointed from international, national or regional panels. This is expected to improve the quality of arbitrators, manage arbitral fees and allow close supervision and monitoring of the progress of the disputes under arbitration.

In order to have a sustained and enhanced flow of credit to the construction sector, construction industry-specific lending norms are proposed to be developed, along with credit enhancement products or agencies which would provide bridge finance to the construction sector. Besides a "Single Window Clearance" to reduce the hassles and delays in the approval process, setting up of a mortgage refinance company, a construction bank or an infrastructure equipment bank has been proposed. Further, specific review of lending and Non-Performing Asset, or "**NPA**", norms for the construction industry is proposed. *(Source: Planning Commission, Government of India.)*

Overview of the Cement Industry in India

The worldwide cement production in 2011 was estimated at 3,600 million tons. China (2,100 million tons) was the largest producer in the world, contributing about 58% to the world output, followed by India (240 million tons), USA (68 million tons) and Japan (51 million tons). *(Indian Minerals Yearbook 2012 (Part- III : Mineral Reviews) 51st Edition Cement (Final Release) (the "**MoM Cement Report**")*

Cement is the basic building material in India and is used extensively in urban housing, the industrial sector and developing infrastructure. Over 65% of the demand for cement in India arises from the construction sector. The Indian cement industry plays a key role in the national economy, generating substantial revenue for state and central governments as well as employment. India exported about 3.40 million tons cement valued at Rs.10.42 billion(including 1.27 million tons clinker and 0.08 million tons white cement) in 2011-2012 to Sri Lanka, Nepal, Bhutan, South Africa, Bangladesh, amongst others. *(Source: The MoM Cement Report.)*

In 2011-12, there were 173 large cement plants in India having total annual installed capacity of 300.21 million tons in addition to mini and white cement plants having total estimated capacity of 6 million tons per annum. The total installed capacity for cement in the country was therefore about 306.21 million tons per annum. Production of cement by large plants also rose to224.25 million tons from 210.28 million tons in 2010-2011 and the production from mini and white cement plants during this period was estimated to be 6 million tons in 2011-2012, resulting in estimated total domestic production of cement of 216.28 million tons in 2010-2011 and 230.5 million tons in 2011-2012. *(Source: The MoM Cement Report.)*

Of these 173 cement plants, the plants using the dry process to manufacture cement accounted for 96% and those using the semi-dry process accounted for 1%, with the remaining continuing to use wet processes. Further, there were at least 112 plants with a capacity of one million tons or more. There was only one central public sector undertaking in the cement sector i.e. Cement Corporation of India Limited which had 10 operating units, spread over eight states and union territories.. The Cement Quality Control Order dated February 12, 2003 issued under the provisions of the Bureau of Indian Standards Act, 1986 ensures the quality of cement produced and sold in the market. *(Source: The MoM Cement Report.)*

Set out below is certain information on the overall capacity, production and growth in the Indian cement industry.

Fiscal	Capacity growth (million tons)			Production growth (million tons)		
	Annual Capacity	Growth	% Growth	Production	Growth	% Growth
2007-08	209.40	31.57	17.75	172.31	10.65	6.58
2008-09	230.61	21.21	10.13	185.61	13.30	7.72
2009-10	276.77	46.16	20.02	204.95	19.34	10.42
2010-11	296.48	19.71	7.12	216.289	11.33	5.53
2011-12	306.21	9.73	3.28	230.25	13.97	6.45

(Source: The MoM Cement Report.)

Factors affecting production of cement and operating costs in India

The cement capacity in India is mostly concentrated near the main raw material source, i.e. limestone, and limestone reserves have been the primary consideration in location of plants. Other important raw material is coal (0.25 tons required per tone of cement). Many cement plants are situated near the coal belts in eastern Madhya Pradesh, primarily due to two reasons, namely, (i) less freight cost incurred to transport coal, and (ii) inability of domestic coal producers to supply complete requirement of cement plants due to fall in production and prioritized supply to power plants. Presence of clusters of capacity and the high transportation cost make the cement market regional in nature, with the producers supplying cement to areas around the location of the plant. *(Source: The MoM Cement Report.)*

Set out below are details of the region-wise and state-wise installed capacities and production of cement in India in Fiscal 2011 and Fiscal 2012.

Region/State	Number of Large Cement Plants*	Annual Installed Capacity	Production	
		Fiscal 2012	Fiscal 2011	Fiscal 2012
		(milliontons)		
Northern Region	**31**	**52.56**	**37.94**	**42.36**
Haryana	3	2.97	1.93	1.93
Punjab	1	1.75	1.48	1.54
Rajasthan	19	40.86	30.92	34.10
Himachal Pradesh	3	2.95	2.07	2.61
Delhi	1	0.50	Nil	Nil
Jammu & Kashmir	2	0.53	0.14	0.18
Uttarakhand	2	3.00	1.40	2.00
Eastern Region	**24**	**32.79**	**23.16**	**24.60**
Assam	1	0.20	0.13	0.10
Meghalaya	4	2.11	1.55	1.60
Bihar	1	1.00	0.76	0.63
Jharkhand	2	6.70	3.50	4.36
Odisha	3	6.35	4.50	4.26
West Bengal	5	4.80	3.38	3.85
Chhattisgarh	8	11..63	9.34	9.80
Southern Region	**54**	**96.57**	**59.95**	**60.82**
Andhra Pradesh	27	47.25	28.97	29.75
Tamil Nadu	18	34.38	20.63	20.97
Karnataka	7	14.32	9.78	9.57
Kerala	2	0.62	0.58	0.53
Western Region	**17**	**30.52**	**21.71**	**24.67**
Gujarat	10	18.72	12.18	14.43
Maharashtra	7	11.80	9.53	10.24
Central Region	**18**	**31.61**	**26.24**	**27.55**
Uttar Pradesh	9	9.33	7.05	7.02
Madhya Pradesh	9	22.28	19.19	20.53
Grand Total	**144**	**244.05**	**169.00**	**180.00**

** Excludes ACC Limited and Ambuja Cements Limited having annual installed capacities of 27.08 million tons and 25.0 million tons, respectively and annual production of cement of 21.14 million tons and 20.13 million tons, respectively, during Fiscal 2010.*

(Source: The MoM Cement Report.)

Power, coal and freight constitute about 15-20% each of the total cement cost while capital cost (interest and depreciation) forms 20-30%. Cost of power, coal and freight are all regulated by government bodies such as state electricity boards ("**SEBs**"), coal monopolies and the railways. The Government has permitted 100% FDI in captive coal blocks in cement sector along with power, iron and steel to facilitate and augment power availability.

Power is a major parameter that influences operating cost. Grid power purchased from SEBs is costlier than captive power from coal-based plants by more than 25-30%. Where conditions are favorable, setting up captive wind power farms has become a realistic option for cement plants with operating cost at Rs. 0.5 per unit (kWh) power excluding capital cost, interest and depreciation.

Freight costs for coal are calculated as part of cost of coal, and as a result, constitute a substantial part of the final cost of cement. The Government has permitted cement plants to operate their own captive coal mines. Cement is one of the core sectors for which captive mining blocks are proposed to be allocated.

Logistics in the cement sector affect freight costs to a large extent. The basic raw materials for manufacturing cement such as limestone and coal are low value high bulk materials and, as a result, entail high freight cost which forms the single largest cost component, usually accounting for 33% of the variable costs.

As a result of the factors discussed above, cement prices and margins vary across regions, due to the variation in demand-supply balance, level of concentration and demand growth. While regions of southern and western India have a cement surplus, regions in eastern and northern India face a deficit of cement.
(Source: The MoM Cement Report.)

Future Outlook

The working group on the cement industry constituted by the Planning Commission for the 12th Five Year Plan has projected a demand growth at the rate of 10.75% per annum during the plan period, assuming an expected 9% GDP growth rate. The working group expects that the additional installed capacity requirement will be 139.7 million tons by 2017 and 1,035.3 million tons by 2027. Based on the demand growth projection, the consumption of cement by the end of the 12th Five Year Plan is expected to be between 366.9 million tons and 397.4 million tons assuming growth rates of 9.75% to 10.75% during this period. The production and installed capacity at the end of the plan period in Fiscal 2017 was estimated at 479.3 million tons and 407.4 million tons, respectively, with an assumption of capacity utilization of 85% in Fiscal 2017. Further, the working group expected that the cement industry's average thermal energy consumption will come down to about 710 kcal/kg clinker from 725 kcal/kg clinker at the end of the plan period in Fiscal 2017 and the average electrical energy consumption in that year will come down to 78 kWh/t cement from 80 kWh/t cement. *(Source: The MoM Cement Report.)*

Fly ash is a fine glass like powder recovered from gases created by coal-fired electric power generation. These micron sized earth elements consist primarily of silica, alumina and iron. For producing one tone of cement about 0.2 tons of fly ash can be used. Cement produced using fly ash not only reduces the cost of cement by 5% to 10% but also saves on freight costs and also leads to reduction by 30% to 40% in the land required by power plants towards storage of waste ash. Approximately 95 million tons of fly ash is presently generated annually and it is estimated that approximately 32% of fly ash generated can be utilized in the cement industry. Cement plants in India utilized about 27% of fly ash generated by thermal power plants and almost all the granulated slag generated by steel plants in Fiscal 2011. Promoting use of fly ash is viewed as an environment-friendly measure without sacrificing the quality of cement. *(Source: The MoM Cement Report.)*

Overview of the Power Generation Industry in India

As of March 31, 2012 India had a total power generation capacity of 199,877 MW. The power industry in India has been characterized by energy shortages and low per capita consumption of electric power. It is estimated that in Fiscal 2012, there was a shortage of 8.5% in terms of total energy requirements and 10.6% in terms of peak demand requirements. The total energy shortage during this period was 79,313 million units. The low per capita consumption of electric power in India compared to the world average presents a significant potential for sustainable growth in thedemand for electric power in India.

Although power generation capacity has increased substantially in recent years, it has not kept pace with the continued growth of the Indian economy, despite low per capita electricity consumption.As of March 2012, India has one of the lowest electricity consumption levels in the world, at 879 kWh, due in part to unreliable supply and inadequate distribution networks.

To address the persistent shortages, the Government has taken significant action to restructure the industry, attract investment and plan for fast track capacity additions through incentivized policy initiatives. These have included measures such as restructuringand improving the financial condition of SEBs and regulatory and policy intervention such as the Electricity Act, the NEP, the Tariff Policy, the Tariff Based Bidding Guidelines 2005 and the New Hydro Policy 2008, among others. The Government has also liberalized policies relating to the transmission and distribution sectors.

Demand-Supply Overview

The energy shortages in the Indian power sector have been increasing over the years. The demand for electricity has consistently exceeded the supply, and the demand-supply gap has been widening as can be seen from the table below. In Fiscal 2011, the peak deficit was estimated to be 10.6% and the total energy deficit was estimated to be 8.5%. The table below sets out the peak and total deficits of power in India between Fiscal 2001 and Fiscal 2011.

Fiscal Year	Peak Demand				Energy Requirement			
	Demand	Availability	Deficit		Requirement	Availability	Deficit	
	(MW)	(MW)	(MW)	%	(MU)	(MU)	(MU)	%
2001	78,037	67,880	10,157	13.0	507,216	467,400	39,816	7.8
2002	78,441	69,189	9,252	11.8	522,537	483,350	39,187	7.5
2003	81,492	71,547	9,945	12.2	545,983	497,890	48,093	8.8
2004	84,574	75,066	9,508	11.2	559,264	519,398	39,866	7.1
2005	87,906	77,652	10,254	11.7	591,373	548,115	43,258	7.3
2006	93,255	81,792	11,463	12.3	631,554	578,819	52,735	8.4
2007	100,715	86,818	13,897	13.8	690,587	624,495	66,092	9.6
2008	108,866	90,793	18,073	16.6	739,143	666,007	73,336	9.8
2009	109,809	96,785	13,024	11.9	777,039	691,038	86,001	11.1
2010	119,166	104,009	15,157	12.7	830,594	746,644	83,950	10.1
2011	122,287	110,256	12,031	9.8	861,591	788,355	73,236	8.5
2012	130,006	116,191	13,815	10.6	937,199	857,886	79,313	8.5

*(Source: Ministry of Power, Government of India ("**MoP**") Annual Report 2012-13)*

Demand is expected to continue to rise in future years, with a continued significant gap between supply and demand.

Future Electric Energy Requirements

According to the 17^{th} Electric Power Survey conducted by the MoP, the annual peak electric load at power station bus bars in Fiscal 2017 and Fiscal 2022 is expected to be 218,209 MW and 298,253 MW, respectively.

Consumption

India has historically had low per capita power consumption. The per capita consumption of power in India has increased from 631.5 kWh in Fiscal 2006 to 879 kWh in Fiscal 2012, but India still has one of the lowest per capita power consumption ratios of the major world economies.

Demand Projections of Energy and Peak Power

According to the Government's Integrated Energy Policy Report of the Expert Committee (August 2006), India will require 1,425 billion units, or "**BU**", of energy in Fiscal 2017 (assuming 8.0% GDP growth), which would require an installed generating capacity of about 306,000 MW in Fiscal 2017. Certain details in relation to the total projected energy, peak power requirement and the installed capacity required in the future are set out below.

Year	Billion (kWh)				Projected Peak Demand (GW)		Installed Capacity Required (GW)	
	Total Energy Requirement @ GDP Growth Rate		Energy Required at Bus Bar @ GDP Growth Rate		@ GDP Growth Rate		@ GDP Growth Rate	
	8.0%	**9.0%**	**8.0%**	**9.0%**	**8.0%**	**9.0%**	**8.0%**	**9.0%**
2017	1,524	1,687	1,425	1,577	226	250	306	337
2022	2,118	2,438	1,980	2,280	323	372	425	488
2027	2,866	3,423	2,680	3,201	437	522	575	685
2032	3,880	4,806	3,628	4,493	592	733	778	960

(Source: Government of India, Integrated Energy Policy, Report of the Expert Committee (August 2006))
Note: Energy demand at bus bar is estimated at 6.5% auxiliary consumption.

Installed Capacity during the 11th Five Year Plan

The 11th Five Year Plan estimated a terminal year (2011–12) requirement of electricity generation from utilities at 1,038 BU, implying a growth rate of 9.1% CAGR per annum over the gross generation level of 670.65 BU in 2006–07 (the terminal year of the 10th Five Year Plan. As against the above, the actual generation from utilities in Fiscal 2012 was 876.88 BU, a shortfall of about 16%, implying an annual growth rate of only 5.5% for power from the utilities. The mode-wise and sector-wise energy generation for 2011–12 is set out below. After allowing for captive generation of about 110 BU in Fiscal 2012, the growth rate in total power generation is likely to be 5.7% CAGR over the 11th Five Year Plan period, against the target of 9.5%. This has resulted in a demand–supply gap. On March 31, 2012, it was estimated that the peak deficit gap was 11.1% and the energy deficit was 8.5%. These deficits are lower than the corresponding deficits of 13.8% and 9.6%, respectively, at the end of the 10th Five Year Plan, but there is a clear need to step up capacities and energy availability as the economy grows. The actual cumulative capacity as on March 31, 2012 was 199,877 MW, including 24,503 MW renewable sources of energy, the details of which are set out in the table below. *(Source: Planning Commission, Government of India.)*

Type	Central	State	Private	Total
Hydro	55.97	71.02	8.81	135.80
(Incl. Bhutan Import)	(5.28)			(5.28)
Thermal	281.04	296.93	130.84	708.81
Coal	225.18	271.98	87.63	584.79
Lignite	18.76	2.88	6.45	28.09
Gas	37.09	21.27	35.10	93.46
Nuclear	32.29	–	–	32.29
Total	**369.28**	**367.95**	**139.65**	**876.88**
(Incl. Bhutan Import)	**(5.28)**			**(5.28)**

(Source: Planning Commission, Government of India.)
**All figures in BUs*

All India Cumulative Generating Capacity (as on March 31, 2012) (in MW)

	Hydro	Thermal	Nuclear	RES (MNRE)*	Total
Centre	9,085.40	45,817.23	4,780.00	0.00	**59,682.63**
State/UTs	27,380.00	55,024.93	–	3,513.72	**85,918.65**
Private	2,525.00	30,761.02	–	20,989.73	**54,275.75**
Total	**38,990.40**	**131,603.18**	**4,780.00**	**24,503.45**	**199,877.03**

** Renewable Energy Sources, Ministry of New and Renewable Energy, Government of India*
(Source: Planning Commission, Government of India.)

Capacity Addition Requirement for the 12th Five Year Plan and the 13th Five Year Plan – Increasing Use of Renewable Energy Sources

The capacity addition requirement during the 12th Five Year Plan works out to 75,715 MW. In accordance with its low carbon growth strategy, priority has been accorded by the Government to renewable energy sources based, hydro and nuclear generation capacity. Accordingly, a feasible hydro capacity addition of 9,204 MW and nuclear capacity addition of 2,800 MW has been incorporated into the 12th Five Year Planwhile assessing generation capacity addition requirement. The capacity addition planned during the 12th Five Year Plan is detailed below.

Type of Capacity	Demand corresponding to 9% GDP GR & 0.9 Elasticity (in MW)
Thermal	63,781
Coal	62,695
Gas	1,086
Hydro	9,204
Nuclear	2,800
Total	**75,785**

*(Source: Report of the Working Group on Power for the 12th Five-Year Plan, Ministry of Power, Government of India, January 2012 (the "**Power Working Group Report**"))*

In addition, the grid interactive renewable capacity addition of about 18,500 MW during the 12th Five Year Plan comprising of 11,000 MW wind, 1,600 MW small hydro, 2,100 MW Biomass power, Bagasse Cogeneration and waste to energy put together and 3,800 MW solar has been considered based on inputs provided by the MNRE. The tentative sector-wise break-down of the capacity addition during the 12th Five Year Plan is set out below.

(in MW)

Sector	Hydro	Coal	Lignite	Gas	Total Thermal	Nuclear	TOTAL
Central	5,632	10,600	0	826	11,426	2,800	**19,858**
State	1,456	12,080	0	260	12,340	0	**13,796**
Private	2,116	40,015	0	0	40,015	0	**42,131**
TOTAL	**9,204**	**62,695**	**0**	**1,086**	**63,781**	**2,800**	**75,785**

(Source: The Power Working Group Report.)

The estimated fund requirement during the 12th Five Year Plan for power generation, including from renewable energy sources, was approximately Rs. 6,386.0 billion including Rs. 2,725.8 billion for advance action for the 13th Five Year Plan projects. Set forth below are the projected investments in the electricity sector during the 12th Five Year Plan.*(Source: The Power Working Group Report.)*

	11th Five Year Plan*		12th Five Year Plan Projections**						
	Total (Rs. billion)	% of total	Fiscal					Total	% of total
			2013	2014	2015	2016	2017		
			(Rs. billion at 2011-12 prices)						
Electricity Sector	**8,043.6**	**100.0**	**2,459.0**	**2,703.3**	**2,972.5**	**3,268.9**	**3,595.4**	**14,999.1**	**100.0**
Investment by Central Government	2,605.6	32.4	767.9	860.1	963.3	1,078.9	1,208.4	4,878.6	32.5
Investment by State Government	1,999.9	24.9	525.0	572.3	623.8	679.9	741.1	3,142.3	20.9
Private Investment	3,438.1	42.7	1,166.0	1,271.0	1,385.3	1,510.0	1,645.9	6,978.3	46.5

** The investments in the 11th Five Year Plan have been revised from the 2006-07 prices to the 2011-12 prices to enable a comparative assessment.*

*** These projections have been prepared by the Planning Commission on the basis of certain assumptions, further details in relation to which are available at http://infrastructure.gov.in/pdf/Interim_Report.pdf, and which, among others, are dependent on certain policy initiatives that the Government would need to take for ensuring this level of investment.*
(Source: Interim Report of the High Level Committee, Financing of Infrastructure)

The peak demand and energy requirement during the terminal year of the 13th Five Year Plan (2021-22) is expected to be 289,667 MW and 1,993 BU respectively. The capacity addition requirement during the 13th Five Year Plan corresponding to this demand was 93,400 MW (assuming a capacity addition of 62,374 MW during the 11th Five Year Plan and 75,785 MW during the 12th Five Year Plan. Feasible hydro capacity addition of 12,000 MW and nuclear capacity addition of 18,000 MW has been considered during the 13th Five Year Plan while assessing generation capacity addition. In addition, the MNRE has projected a grid interactive renewable capacity addition of about 30,500 MW during the 13th Five Year Plan, comprising 11,000 MW wind, 1,500 MW from small hydro, 2,000 MW from biomass power, bagasse cogen and waste to energy and 16,000 MW from solar energy. *(Source: The Power Working Group Report.)*

Overview of the Road Industry in India

India has the world's second largest road network, aggregating over 4.1 million kilometers (km). *(Source: The India Brand Equity Foundation, a PPP between the Ministry of Commerce and Industry, Government of India, and the Confederation of Indian Industry ("**IBEF**")).* According to the Planning Commission, a target of 1,835 billion tone km ("**BTKM**") has been put on road freight volumes for 2016-17, assuming growth at 8.7% per annum in line with past trends. *(Source: Planning Commission, Government of India.)* The road network in India can be divided into the following categories:

- Expressways and National highways (the "**NHs**")
- State highways (the "**SHs**");
- Major district roads (the "**MDRs**"); and
- Rural and other roads.

(*Source: Planning Commission, Government of India.)*

The NHs constitute 1.7% of the entire network but carry 40% of the traffic on Indian roads. To augment it, the Government plans to build 7,300 km of roads every year. *(Source: IBEF.)* The SHs and the MDRs together constitute the secondary system of road transportation which contribute significantly to the development of the rural economy and industrial growth of the country. The secondary system also carries about 40% of the total road traffic, although it constitutes about 13% of the total road length. At the tertiary level are the Other District Roads ("**ODRs**") and the rural roads. *(Source: Planning Commission, Government of India.)*

In recent years special efforts have been made by the central government to strengthen the NHs and also to improve rural road connectivity. Despite this, the road network remains grossly inadequate in various respects. It is unable to handle high traffic density and high speeds at many places and has poor riding quality. It is necessary to accelerate completion of ongoing projects, including expressways and also to address the deterioration of large stretches of the NHs. (*Source: Planning Commission, Government of India.*). The Prime Minister of India has set a target to build 9,500 km of NHs in Fiscal 2013. *(Source: IBEF.)*

National Highway Development Program ("NHDP")

The thrust on the country's road network is manifested through the NHDP. NHDP encompasses improvement, rehabilitation and broadening existing NHs to a higher standard. India's road network has benefited greatly from the NHDP which envisages an investment of about Rs. 2,362.5 billion during the period 2005–12. Although NHDP envisaged award of concessions/contracts by the year 2012, the actual completion of the program was expected to be accomplished only by the end of the 12th Five Year Plan. Phase-wise progress of NHDP during the 11th Five Year Plan is given below:

NHDP	**Total length completed (km) up to March 31, 2012 (Provisional)**
NHDP Phase I	639
NHDP Phase II	5,210
NHDP Phase III	3,599
NHDP Phase V	913

NHDP	Total length completed (km) up to March 31, 2012 (Provisional)
NHDP Phase VII	13
Other Projects	235
Total	**10,609**

(*Source: Planning Commission, Government of India.)*

Other Initiatives

The Government has approved the Special Accelerated Program for Road Development in the North-East (**SARDP-NE**), which aims to improve 4,099 km length of road by March 2015, 21.8% of which has already been completed. A program for development of about 1,202 km of NHs and 4,362 km of SRs in Left Wing Extremism ("**LWE**") affected areas, costing about Rs.730 billion has been taken up. The Bharat Nirman Program aims to cover every village having a population of over 1,000 or over 500 in hilly and tribal areas, with all-weather roads. Projects to connect 58,387 habitations have been sanctioned and 44,089 habitations have been connected by constructing 141,095 km of new roads as of March 31, 2012. *(Source: Planning Commission, Government of India.)*

Work on access controlled expressways has however moved at a slow pace. One of the targets of the 12th Five Year Plan was that a comprehensive master plan for development of 15,600 km of expressways would be developed, the alignment determined and work taken up in phases. It is hoped that 1,000 km of expressways will be completed during the 12th Five Year Plan, while land for another 6,000 km will be acquired to initiate work. *(Source: Planning Commission, Government of India.)*

Foreign Direct Investment

FDI received in construction activities (including townships, housing, built-up infrastructure and construction-development projects) until February 2014 was U.S.$ 23,131.64 million, according to statistics released by the DIPP. *(Source: IBEF)*

PPP Projects

Historically, investments in infrastructure, particularly in the highways, were made by the Government mainly due to the huge volume of resources required, the long gestation period, uncertain returns and various external risks. The enormous resource requirements, the significance of infrastructure development for economic growth and significant deficit in infrastructure requirements have led to an active involvement of the private sector also in recent years. During the 11th Five Year Plan, the total private-sector investment on NHDP was Rs. 626.3 billion against a target of Rs. 867.9 billion, which is a substantial jump over the achievement in the 10th Five Year Plan of Rs. 110.3 billion (at 2011–12 prices). Appropriate policy and regulatory framework for PPPs, including institutional mechanisms have been put in place in the form of the Model Concession Agreements, ("**MCAs**"), for BOT projects. *(Source: Planning Commission, Government of India.)*

For the 12th Five Year Plan, the total investment was projected at Rs. 51,464.3 billion with private investment increasing to 46.68% of the total investment as compared to 37.53% during the 11th Five Year plan. The projected investment in roads and bridges under the 12th Five Year Plan is set out below.

	11th Five Year Plan*		12th Five Year Plan Projections**						
	Total (Rs. billion)	% of total	Fiscal					Total	% of total
			2013	2014	2015	2016	2017		
			(Rs. billion at 2011-12 prices)						
Roads and Bridges Sector	**5,161.8**	**100.0**	**1,421.5**	**1,602.7**	**1,809.8**	**2,047.1**	**2,319.6**	**9,200.7**	**100.0**
Investment by Central Government	2,216.5	42.8	577.1	640.0	709.9	787.6	873.9	3,588.5	39.0
Investment by State Governments	1,915.2	37.0	445.9	486.0	529.8	577.4	629.4	2,668.5	29.0
Private Investment	1,030.1	20.1	398.6	476.6	570.1	682.1	816.3	2,943.7	32.0

** The investments in the 11th Five Year Plan have been revised from the 2006-07prices to the 2011-12 prices to enable a comparative assessment.*
*** These projections have been prepared by the Planning Commission on the basis of certain assumptions, further details in relation to which are available at http://infrastructure.gov.in/pdf/Interim_Report.pdf, and which, among others, are dependent on certain policy initiatives that the Government would need to take for ensuring this level of investment.*
(Source: Interim Report of the High Level Committee, Financing of Infrastructure)

Government Initiatives

The Government has announced several incentives to attract private sector participation under the PPP model such as financial contribution to certain projects under the viability gap funding (VGF) schemes and accelerated approvals for certain projects under the new engineering, procurement and construction (EPC) contracts. Under the EPC model, the Government funds the entire project and the contractor has to just undertake the construction, which is expected to reduce costs and time delays in infrastructure projects and ensure their faster implementation. The new projects primarily aim at double-laning of single-laned roads. *(Source: IBEF.)*

The sixth phase of the NHDP is under implementation wherein the Government plans to construct 552 km of expressways in Fiscal 2013, with a broader vision of developing around 20,000 km of expressways over 2012-22. Moreover, the total investment for the road sector is projected at Rs. 9,200 billion under the 12th Five Year Plan, of which the central and states government would contribute Rs. 3,580 billion and Rs. 2,660 billion, respectively, representing about 68% of the total investment. The private sector is expected to account for 32% or Rs. 2,940 billion of the total investment. *(Source: IBEF.)*

Overview of the Indian Real Estate Sector

Real estate plays an important role in the overall development of India's core infrastructure, and in turn, in the Indian economy. It is expected to grow at a rate of 30% over the next decade. The Indian real estate market size is expected to touch U.S.$180 billion by 2020. The total revenue generated from the real estate sector in Fiscal 2011 was U.S.$66.8 billion. Real estate in India contributes about 5% to India's GDP. *(Source: IBEF)* The real estate sector in India is mainly comprised of the development of residential housing, commercial buildings, hotels, restaurants, cinemas, retail outlets and the purchase and sale of land and development rights.

Demand for residential, commercial and retail real estate is rising throughout India, accompanied by increased demand for hotel accommodation and improved infrastructure. The rising urban population (expected to cross 590 million by 2030) is one of the major factors that influences demand for residential real estate. Growth prospects and price stability of smaller cities are attracting large real estate developers in such cities. Growing infrastructure requirements from sectors such as education, healthcare and tourism are also providing opportunities in the real estate sector. *(Source: IBEF.)*

The nature of demand is also changing, with heightened consumer expectations that are influenced by higher (and growing) disposable incomes, increased globalization and the introduction of new real estate products and services. Demand is expected to grow at a CAGR of 19% between 2010 and 2014, with tier I metropolitan cities projected to account for about 40% of this demand. *(Source: IBEF.)*

Investment

The rising investment trends in the real estate sector have been reinforced by the substantial growth in the Indian economy, which has stimulated demand for land and developed real estate. Additionally, certain tax and other benefits applicable to special economic zones are expected to result, over time, in increased demand in the real estate sector. Non-resident Indians, or NRIs, have historically invested in Indian real estate, particularly with the U.S. Dollar appreciating in value compared to the Indian Rupee in recent times. FDI inflow in real estate until January in Fiscal 2012 was Rs. 27.5 billion. India is expected to invest U.S.$1,200 billion over the next 20 years to modernize its urban infrastructure and keep pace with growing urbanization.Indian real estate has emerged as a popular sector for investment by private equity funds, with such funds investing around U.S$ 1.7 billion in this sector during Fiscal 2011. *(Source: IBEF.)*

Government Initiatives and Future Outlook

The Government has allowed FDI up to 100% under the automatic route in townships, housing, built-up infrastructure and construction development projects. Since 2010, the residential sector has recorded growth and with increasing urbanization, this trend is expected to continue. Strong demographic mix and increasing salary levels will be the key triggers for growth of the residential market in the future. The emergence of nuclear families and growing urbanization has given rise to several townships that are developed to take care of the elderly. With a number of senior citizen housing projects currently planned, this segment is expected to grow significantly in the future. Increase in the number of tourists has resulted in demand for serviced apartments. This demand is likely to be on uptrend and presents opportunities for the unorganized sector. Further, the number of hotel beds in the country is expected to increase to 461,000 by 2015 from the current capacity of 235,000. *(Source: IBEF.)*

Several initiatives proposed under the 12th Five Year Plan will affect the future outlook of the Real Estate sector. For example, the introduction of the Green Mark for Buildings will provide a meaningful differentiation of buildings. This aims at assessing buildings in five key areas of environment energy efficiency, water efficiency, site development and building management, indoor environmental quality and environmental innovations. *(Source: Planning Commission, Government of India)*

Overview of the Indian Hotels and Hospitality Sector

India has the highest proportion of hotel businesses in the Asia-Pacific ("**APAC**") region. However, the availability of hotel rooms in India is extremely limited; it ranks 136th from amongst 139 countries ranked on the basis of the number of hotel rooms. In the past few decades, the character and composition of tourist accommodation has undergone considerable change. New types of accommodation, such as home stay, have evolved to meet market demands for increased levels of independence, informality and convenience. Such changes have been influenced by the emergence of the new types of travelers and the tourists who invest in a holiday home or unit in a preferred tourism destination. *(Source: Planning Commission, Government of India)*

The Government has allowed 100% FDI in the hotel sector on an automated basis. The amount of FDI inflow into the hotel and tourism sector during April 2000 to November 2013 was worth U.S.$ 6826 million, as per data provided by the DIPP. As the prospect of large-scale new traditional hotel accommodation is extremely limited, especially as there is acute shortage of land in urban areas, it is imperative to expand the number of registrations under the home stay scheme in various stays so as to significantly augment hotel room capacity in India. This will open up new livelihood opportunities for local people, enforcing the "pro-poor tourism approach" proposed under the Twelfth Plan. *(Source: Planning Commission, Government of India and IBEF)*

Overview of the Indian Fertilizer Production Industry

The Government has consistently pursued policies to increase availability and consumption of fertilizers at affordable prices in India. During the 11th Five Year Plan, the capacity of the fertilizer industry remained stagnant (the installed capacity of fertilizer in the domestic fertilizer industry was 129.45lakh metric tons ("**LMT**") of nitrogen and 62.13 LMT of P_2O_5 (phosphate) per annum as on 1.11.2010). Actual domestic production of urea in Fiscal 2011 was 218.8 LMT.

As per the estimates of the International Fertilizer Industry Association, the world demand for urea is expected to grow from a total quantum of 153.3 million tons in 2011 to 171.7 million tons by 2015. The total supply is expected to increase from a total quantum of 155.6 million tons in 2011 to 193.4 million tons by 2015. Projections for domestic demand of fertilizer nutrients is between 33.5 and 33.8 million tons for the terminal year of the 12th Five Year Plan.

There were hardly any investments in fertilizer production during the 10th and the 11th Five Year Plan (Rs. 272.5 billion) due to its low returns. To increase the capacity of urea by approximately 12 million tons to a total of 33.7 million tons by Fiscal 2017, India will need to invest at least Rs. 400 billion in the sector at current capital costs. To encourage investment in this sector, the Department of Fertilizers has proposed several new initiatives, including amendments to the policy and allocation of gas and certain tax incentives. *(Source: Report of the Working Group on Fertilizer Industry for the 12th Five Year Plan, 2012-2013 to 2016-2017, Ministry of Chemicals & Fertilizers, Government of India)*

BUSINESS

Overview

Our Company, or JAL, is the flagship company of the Jaypee Group ("**Group**"). Our Group is a diversified infrastructural industrial group based in India with significant interests in the areas of civil engineering and construction, cement manufacturing and marketing, power, generation, transmission and trading, fertilizers, real estate, roads and expressways, hospitality and sports events including Formula One. Our Company was incorporated on November 15, 1995 under the name of 'Bela Cement Limited' which was changed to 'Jaypee Rewa Cement Limited' with effect from August 30, 2000. Following which the name was changed to 'Jaypee Cement Limited' with effect from January 3, 2002 and subsequently changed to the present name of 'Jaiprakash Associates Limited' with effect from March 11, 2004.

Our Company is engaged primarily in the business of:

- Engineering and construction;
- Manufacture and marketing of cement and cement products;
- Real estate development;
- Hotels/Hospitality; and
- Power (wind power).

Our Group's principal areas of activities are categorized into the following segments:

- Engineering and construction;
- Cement production;
- Power generation (including thermal, wind and hydro-power);
- Power transmission;
- Power trading;
- Real estate;
- Hotels/Hospitality;
- Expressways;
- Sports Events;
- Fertilizer production;
- Oil and gas exploration;
- Healthcare;
- Mining; and
- Education (on a not for profit basis).

Our Group is a diversified infrastructure group in India with interests in civil engineering and construction, cement, power, real estate, expressways, hospitality, golf courses, sports, fertilizer and not-for-profit education which is carried out by various Group companies including an 71.64% interest in Jaypee Infratech (which executed the 165 km Yamuna Expressway and is currently developing approximately 443 million square feet of real estate development) and a 100% interest in Jaypee Sports International Limited ("**JPSI**") (which conducts the formula 1 race).

Our Group has a pan-India presence with cement production facilities located in Uttar Pradesh, Uttarakhand, Himachal Pradesh, Haryana, Madhya Pradesh, Chhattisgarh, Jharkhand and Andhra Pradesh. As of March 31, 2014, our Group's installed capacity is 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in favor of Ultratech Cement Limited as of June 12, 2014, but includes the Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"). For the year ended March

31, 2014, our Group's consolidated income from our cement segment was Rs. 81,570 million (March 31, 2013: Rs. 86,131 million).

Our Company has been involved in the construction of various multi-purpose river valley and hydro power projects namely 390 MW Dulhasti hydro power project, 300 MW Chamera II hydro power project (EPC only), 1,450 MW Sardar Sarovar hydro power project (the largest concrete dam in India), 520 MW Omkareshwar hydro power project, 1,000 MW Indira Sagar hydro power project (the second largest surface power plant in India), 1,000 MW Tehri hydro power project (the largest rockfill dam in India), 510 MW Stage V Teesta hydro power project, 1,500 MW Nathpa Jhakri hydro power project (the largest underground power project in India) and 1,020 MW Tala hydro power project. Our Company is currently executing the Punatsangchhu-II hydroelectric project and the Mangdechhu hydroelectric project in Bhutan amongst other projects. In aggregate, we have participated in approximately 12,030 MW of India's and Bhutan's installed / under implementation hydro electric capacity. We have also participated in the development of approximately 22% of India's installed hydroelectric capacity. Our Company currently has projects with a total original contract value of Rs. 60,945 million under development. For the year ended March 31, 2014, our Company's consolidated income from our engineering and construction segment was Rs.19,337 million (March 31, 2013: Rs. 16,292 million).

Our Company is currently developing large and integrated real estate projects on land parcels owned by our Company and our Group located in Noida, Greater Noida, Jaganpur, Tappal, Mirzapur and Agra, Uttar Pradesh. For the year ended March 31, 2014, our Group's consolidated income from our real estate segment was Rs. 53,478 million (March 31, 2013: Rs. 54,841 million).

JPVL is the holding company for our Group's power business. JPVL has an operational hydro-power capacity of 1,700 MW and thermal power capacity of 500 MW. It is currently implementing power projects with an aggregate capacity of 3,300 MW, comprising the Bara Phase I (1,980 MW) and Nigrie (1,320 MW) thermal power projects and has various hydro power projects (3,920 MW) and thermal powerprojects (4,000 MW) at various stages of development. Our Company has a 60.69% shareholding in JPVL as of May 31, 2014. For the year ended March 31, 2014, our Group's consolidated income from our power segment was Rs. 29,124 million (March 31, 2013: Rs. 24,618 million).

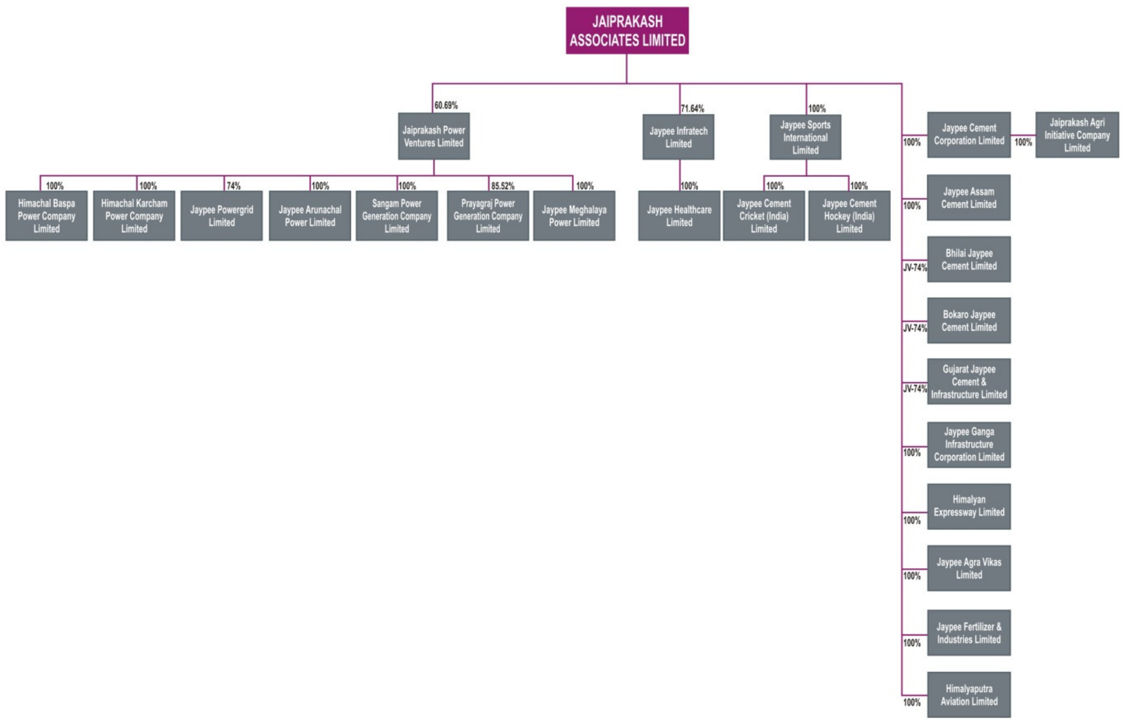
Our Company's Equity Shares have been listed on the BSE and the NSE since June 14, 2004 and had a market capitalization of Rs. 169,870.8 million as of July 1, 2014.

The promoters of JAL are Mr. Jaiprakash Gaur and his associates, who together with their associated interests, comprise the "**Promoter Group**". As of March 31, 2014, the Promoters and Promoter Group held approximately 45.08% of the issued and outstanding Equity Shares.

For the year ended March 31, 2014, our Group had a consolidated income of Rs. 199,764 million (March 31, 2013: Rs. 191,308 million) and a consolidated net loss after tax of Rs. 7,026 million (March 31, 2013: profit after tax Rs. 7,772 million). Further, as of March 31, 2014, our Group had consolidated assets of Rs. 1,026,761 million (March 31, 2013: Rs. 945,482 million). The figures of profit after tax for the year ended March 31, 2014 are inclusive of profit on sale of shares of Rs. 3,953 million.

Organization Chart

The following is the organization chart of our Company and our subsidiaries:



Business Strategy

Engineering and Construction

In relation to our engineering and construction business, our Company's strategy is to place particular focus on hydro-power projects both as a construction company and as an independent power producer ("**IPP**"). Our Company's focus is on undertaking medium to large river valley/hydro-power projects on an engineering, procurement and construction ("**EPC**") contract basis, whereby our Company takes responsibility not only for the design, construction, testing and commissioning of civil and hydro-mechanical works, for which our Company possesses the requisite capacity, expertise and experience, but also for the design, construction, testing and commissioning of electro-mechanical works through joint venture partners. In addition, our Company, leveraging on our strength in engineering and construction in relation to hydro-power projects continues to look at opportunities to undertake hydro-power projects on an EPC, Build-Own-Operate ("**BOO**") or packaged contract basis. In view of the Government's encouragement of hydro-power projects to meet the current energy supply-demand imbalance and to meet projected increases in power demands and to rebalance the thermal power/hydro-power mix, our Company expects that there will be increased business opportunities in the hydro-power sector, both on an EPC, BOO or packaged contract basis. Our Company believes our success in the hydro-power sector in integrating our strengths in engineering, technology, project management and construction expertise together with our large well-trained workforce and our highly specialized machinery, plant and equipment, provide us with a significant competitive advantage.

Our Company is also looking to capitalize on opportunities in emerging infrastructure development projects, including projects being undertaken on a Build-Own-Operate ("**BOO**") basis, and to seek opportunities in relation to highways or expressway projects, and real estate development. Our Group has completed the construction of one of Asia's largest expressway, the Yamuna Expressway, a 165 km six lane access controlled expressway, expandable to eight lanes, linking Agra and Noida-Greater Noida expressway. The construction also includes the development of 6,175 acres of land at five locations along the Yamuna Expressway for commercial, industrial, institutional, residential and amusement purposes.

With an established presence in the development of hydro-power projects as an engineering, procurement and construction ("**EPC**") contractor and on a BOO basis, our Company is now entering into other areas related to the energy sector including, amongst others, oil and gas exploration and, coal mining with a focus on developing into an integrated power player. To this end, our Company, as part of a consortium with Prize Petroleum Company Limited (a subsidiary of Hindustan Petroleum Corporation Limited), participated in the New Exploration Licensing Policy-VI round of bidding for various potential oil blocks in India. The consortium (with our Company holding 90% and Prize Petroleum Company Limited holding 10% of the participating interest in the block) has been allotted the South Rewa Block for exploration. The seismic survey, the 2D and 3D data acquisition and the interpretation of such data has since been completed and three well locations have been identified. The contracts for the supply of tubulars, drilling, rig, and the civil works at the site have been or are being finalized. During Fiscal 2014, the consortium had completed the drilling of two wells and had incurred an expenditure of Rs. 1,455 million on the development of the South Rewa Block as of March 31, 2014.

Cement

Our Group continues to execute an overall strategy designed to take advantage of the opportunities arising in the infrastructure and power sectors in India. To this end, our Group has expanded our cement manufacturing capabilities substantially from 7 MTPA in 2007 to 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity of 4.8 MTPA) which has been divested in the favor of Ultratech Cement Limited, but includes the Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*") as of the date of this Placement Document and has become the third largest cement producer in India with a pan-India presence.

Currently, our Company is setting up a new cement plant at Village Kota in Uttar Pradesh with an installed capacity of 1.6 MTPA of clinker. In addition, our Company's subsidiary, Jaiprakash Power Ventures Limited ("**JPVL**"), is setting up a cement grinding unit at Nigrie in Madhya Pradesh with an installed capacity of 4.0 MTPA. JPVL's subsidiary, PPGCL is also in the process of setting up a cement grinding unit at Bara, District Allahabad in Uttar Pradesh with an installed capacity of 4.0 MTPA. Jaypee Cement Corporation Limited ("**JCCL**"), another subsidiary of our Company, is setting up a cement plant with an installed capacity of 3.0 MTPA at Shahabad. Our Company believes that these developments will increase our own as well as our Group's presence in India. Our Group anticipates that demand for cement in our markets may increase in the future. If this is the case, our Company intends to expand our cement capacity.

With the recent completion of the expansion and modernization programs, our Company's cement business has also addressed the issue of cost and reliability of power. The cost of power accounts for approximately 10.96% of the total cost (including interest and depreciation) of producing cement for our Company. Our Company has set up coal-based thermal power plants for captive consumption of power with an installed capacity of 343 MW already in operation, as of the date of this Placement Document, making us self-sufficient in power and allowing us to benefit from significant production synergies. Our Company believes that the cost savings made as a result of our power plant construction will enhance our competitive position.

Real Estate

Our Company believes that the long-term outlook for the real estate sector in India is positive, driven in part by increasing urbanization, favorable demographics, growth of the services sector and rising disposable incomes. Urbanization would be the single largest factor driving the demand for real estate and in particular, housing.

Our Company is positioning ourselves to benefit from this growth and is currently developing integrated real estate projects primarily along the Yamuna Expressway from Noida to Agra in Uttar Pradesh. Located in the northern region of India, Uttar Pradesh is the fourth largest state in India and has the largest economy in the country in terms of gross state domestic product. Our Company is currently developing large and integrated real estate projects on land parcels owned by our Company and our Group. As of the date of this Placement Document, our Group owns 598 million sq. ft. of developable land, of which 11 million sq. ft. is owned by our Company, 443 million sq. ft. is owned by Jaypee Infratech Limited and 144 million sq. ft. is owned by our subsidiary JPSI.

Power

Our Group has diversified our power business and is currently implementing two thermal power projects with an aggregate capacity of 3,300 MW on a BOO basis as an IPP. The first phase of the Bina TPP with a capacity of 500 MW is fully operational with its first and second unit of 250 MW each having commenced operations in August 2012 April 2013 respectively. The Nigrie TPP with a capacity of 1,320 MW is expected to become operational by December 2014. The Bara TPP is expected to be operational in phases by June 2015.

Our Group is also one of India's largest hydro-power developers with an operational capacity of 1,700 MW and an additional 3,920 MW currently under development in the north eastern states of Meghalaya and Arunachal Pradesh, which are due to be completed in phases by 2019.

As the Indian economy continues to grow, our Company expects that India's energy consumption will grow as well. Our Group intends to position ourselves to benefit from the growth of the power sector in India as our projects commissioned / under implementation are currently expected to add 4,800 MW of generation capacity during the 12th Plan (2012-2017). In addition, the total planned capacity of our projects in the preliminary stages of development is 7,920 MW.

Business of our Group

Engineering and Construction Segment

Overview

Our Company has been involved in the construction of major engineering projects in India for over 30 years, specializing in complex hydro-power and river valley projects. However, in the last two years, a substantial portion of the income for the engineering and construction division has been attributable to real estate construction projects. In the year ended March 31, 2014, the total income of our Company from the engineering and construction segment amounted to Rs. 55,736 million, compared to Rs. 52,756 million in the year ended March 31, 2013.

Our Company believes that our revenue from the engineering and construction segment could increase in the future due to the growth in real estate construction revenue and the possibility of the award of large hydro-power projects by the Government in the country's 12th five-year plan.

Our Company has completed a number of projects in India and abroad, e.g. the 300 MW Baspa II and the 300 MW Chamera Stage II HEP, both in Himachal Pradesh, the 400 MW Vishnuprayag HEP in Uttarakhand, the 250 MW Canal Head Power House of Vadgam Saddle Dam in Gujarat, the 1,000 MW Indira Sagar Project in Madhya Pradesh, the 390 MW Dul Hasti Hydro-electric Project in Jammu and Kashmir, the Head Race Tunnel and Power House Complex of 1,020 MW Tala Hydro-electric Project in Bhutan, 450 MW Baglihar (Stage-I) hydroelectric project and the 1,000 MW Karcham Wangtoo HEP in Himachal Pradesh. The hydro-power projects in Himachal Pradesh and the Vishnuprayag Project in Uttarakhand were executed on an EPC contract basis. Our Company currently has projects with a total original contract value of Rs. 60,945 million under development. Our Company has also signed two memoranda of agreement with the government of Arunachal Pradesh for setting up two BOO hydro-electric projects with an aggregate capacity of 3,200 MW and with the government of Meghalaya for setting up two BOO hydro-electric projects with an aggregate capacity of 720 MW. Our Company intends to undertake or bid for more engineering and construction projects on an EPC basis, for which our Company provides EPC and project management services. Our Company believes that the demand for turnkey construction services will increase in India as developers seek to streamline development and construction processes by dealing with a single entity. Turnkey projects normally require the construction company to design, engineer and construct and commission the project based on parameters, requirements and technical specifications established by the developer of the project. Our Company in such projects acts as a general contractor assuming full responsibility for overall project management, construction and supervision or providing and operating various special purpose machinery and equipment and procuring basic construction materials.

In addition, our Company has undertaken the development of real estate of our Group companies in the past three to four years as part of our engineering and construction activities. Our Company believes that the land bank owned by our Group, totaling approximately 598 million sq. ft will provide us with opportunities for growth in the future in the real estate sector.

Engineering and Construction Projects in Progress

The following table sets out the engineering and construction projects currently under execution by our Company (including projects being undertaken on a BOO basis by subsidiaries of our Company where our Company is the EPC contractor for these projects, some of which are described under "— Power Segment" below). We currently have an external EPC order book of approximately Rs. 31,335 million and an internal related real estate development work aggregating to 107 million sq. ft. for a period upto Fiscal 2019.

Project	**Client**	**State-Country**	**Dams**	**Power houses**	**Capacity**	**Original Contract Value**
			No		*MW*	*(Rs. millions)*
Sardar Sarovar (Narmada) Project	Sardar Sarovar Narmada Nigam Ltd.	Gujarat, India	1	—	1,200	6,243
Baglihar (Stage-II) Hydro Electric Project(1)	J&K State Power Development Corporation	Jammu & Kashmir, India	—	1	450	5,035
Sri Sailam (AMRP) Tunnel Project, Andhra Pradesh(1)	Irrigation & Command Area Development (I&CAD) Department, Govt. of Andhra Pradesh	Andhra Pradesh, India	—	—	—	19,250
Punatsangchhu-II Hydroelectric Project	Punatsangchhu-II Hydroelectric Project Authority	Bhutan	1	1	1,020	20,798
Mangdechhu Hydroelectric Project	Mangdechhu Hydroelectric Project Authority	Bhutan	1	1	720	9,619
Total			**3**	**3**	**3,390**	**60,945**

Note:
(1) EPC contracts.

Other Projects

Our Company is currently developing real estate developments of 443 million sq. ft for Jaypee Infratech Limited ("**Jaypee Infratech**") and 144million sq. ft for JPSI at a cost plus basis. See "Hospitality and Real Estate Segment — Real Estate". Our Company is also executing engineering and construction works for the 1,320 MW super thermal power plant at Nigrie in Madhya Pradesh and the 1,980 MW Super Thermal Power Plant at Bara in Uttar Pradesh of PPGCL, which is a wholly-owned subsidiary of JPVL on a cost plus basis.

Additionally, our Company is developing a 2,700 MW hydro-electric project at Lower Siang and a 500 MW hydro-electric project at Hirong in Arunachal Pradesh. The project was undertaken by Jaypee Arunachal Power Limited, a wholly-owned subsidiary of JPVL, on a BOO basis in a joint venture with the government of Arunachal Pradesh. Our Company is also developing a 450 MW hydro-electric project at Kynshi and a 270 MW project at Umngot in Meghalaya. The project was undertaken by Jaypee Meghalaya Power Limited ("**JMPL**"), a wholly-owned subsidiary of JPVL, on a BOO basis in a joint venture with the government of Meghalaya. Our Company is the EPC contractor for these projects. These projects are currently in the development phase.

Our Company has also been awarded a lump-sum turnkey contract of Rs. 38,070 million by Kanpur Fertilizers and Cement Limited under which our Company will undertake design, engineering, procurement and construction of a 3,850 MT per day urea manufacturing plant, as well as a 30 MW captive power plant at an industrial area in Panki, Kanpur.

Bidding Process

Typically, the bidding process involves a two stage submission. The first "pre-qualification" stage involves technical and commercial documentation, with the second "bidding" stage focusing on financial and pricing considerations.

Before responding to any "Notice Inviting Tender" ("**NIT**") or other proposal for a project, our Company conducts a brief analysis in order to ensure that the relevant project is consistent with our Company's business plan and that the cost of participating in the bidding process is likely to fall within our Company's internal guidelines. Once management has approved participation in the bidding process on the basis of such an analysis, our Company obtains the pre-qualification/tender documentation from the relevant client. At this stage, our Company submits a response to the NIT demonstrating our technical capabilities. Our Company has, to date, been successful in passing the pre-qualification stage in relation to all projects for which we have decided to bid.

Following the pre-qualification stage, the client generally provides bid documentation in order to solicit more detailed submissions from the competing bidders. At this stage, our Company conducts a detailed analysis in respect of the competitive, political, governmental and environmental aspects of the project, which is submitted to management together with an overview plan of construction and analyses from a financial, opportunity cost and social cost benefit perspective and a recommendation as to further action.

Management will consider this documentation before approving the bid price and other details required, which are then submitted to the client. Price data in particular is highly confidential and the final quotation submitted to the client is known only to a small working group at our Company.

Although clients will consider all aspects of bids made to them by pre-qualified bidders, the work is generally awarded to the lowest bidder.

Contract Terms

Our Company acts either as a single bidder or the lead contractor or a member of a consortium, depending upon the requirements of the project and the terms of the contract awarded. In the role of lead contractor, our Company assumes responsibility for overall project management and supervision, including design and engineering, planning, quality assurance, quality control and co-ordination with other contractors of the consortium. The sub-contractors chosen by our Company for certain specialized construction activities are responsible for the provision of their own skilled and unskilled labor, together with materials, machinery and equipment. The project owner generally approves the identity of the sub-contractors but does not have any direct contact with them as our Company remains responsible to the project owner for the work assigned to our Company.

Many of our Company's contracts are awarded and carried out on an item rate basis with a pre-determined schedule for project completion, and are awarded following bids from pre-qualified companies. The timetable for completion of projects varies depending upon the nature of the project, its size and complexity, but contracts typically call for completion in approximately three to six years, with appropriate escalation provisions and contingencies wherever applicable.

Generally, the contracts contain a clause for compensation for any change in law (affecting changes in taxes and duties). The contracts may also have provisions for additional payments in the event of unforeseen circumstances, such as geological issues, and generally have provisions for additional payments, in the event of a change in the scope of work. EPC contracts also usually contain provisions for contingencies of up to 10 to 12% of the contract price, which would cover cost increases arising out of such things as design issues. Cost estimation at bidding stage is crucial since the profits of our Company are dependent on the accuracy and sufficiency of the cost estimates. During the course of the execution of a project, care needs to be taken in monitoring and controlling costs to protect against significant cost variances at the end of the project.

Most contracts provide for an advance payment (in the range of 10% to 20%) adjustable from running bills, and balance payments are based on monthly progress certificates. For effecting the progress payments, such milestones are required to be certified by the client's project management consultant or the client's engineer. A small percentage of the contract value is generally retained by the customer as retention money, in addition to a performance security of about 5% of the contract price up to the defect liability period, after which it is released.

Raw Materials and Equipment

Our Company sources our requirements of raw materials (ready-mix concrete, cement, steel bars and shaped steel), building and construction materials, equipment and components in relation to our engineering and construction activities from a wide group of suppliers in the open market. Cement is sourced internally from our Company's own cement units or from the open market if the distance of the project from the cement unit makes the cost of supply from our Company's units uneconomical. During the year ended March 31, 2014 approximately 0.32 million MT of cement (representing approximately 2.5% of our Company's total cement sales) consumed in our Company's construction business was supplied by our Company's cement units. Certain project owners may themselves sometimes purchase and supply our Company with materials such as cement and steel. In addition, customers may indicate their preferred vendors for purchase of certain equipment, components and materials.

If a project contract calls for raw materials or building products to be purchased from abroad, such as steel, fiber for shotcrete, drilling accessories, high tensile rock bolts, our Company will generally enter into a contract for the supply of such materials or products at the start of the project to protect against supply shortages and shipment delays. For raw materials or building products sourced in India, our Company makes our purchases during the term of the contract as required. Our Company recognizes the importance of international procurement and sourcing capabilities and has been developing our capabilities in the sourcing of specialized raw materials, components and consumables from a variety of international suppliers. In addition, our Company's procurement engineers are periodically stationed overseas to evaluate, source and inspect materials.

Equipment for a project, including earthmoving and other special purpose machinery, transportation vehicles and tools, is supplied from our Company's own inventory or from established third party suppliers. When our Company needs to obtain specialized equipment for a specified project or replace equipment in our inventory, our Company uses several suppliers in India and overseas.

Competition

Our Group is one of the few Indian groups with the requisite experience and capabilities to compete for large value and complex hydro-power and river valley projects. Generally, the size, scheduling and complexity of large scale projects precludes the participation by smaller and less sophisticated engineering and construction companies, and whilst there are many qualified competitors, there are only a few Indian engineering and construction companies with the requisite capacity and experience to complete large industrial or infrastructure works on demanding schedules. Among those companies which are able to execute such major projects, competition is largely based on the proven ability to complete work on time, as well as price. Our Company believes that our experience and proven track record, our reputation for timely completion of large projects in India and abroad, together with our in-house design and engineering expertise and our capacity for in-house fabrication of large scale hydro-mechanical equipment, places us in a strong competitive position.

Our Group's competitors in the specialized hydro-power and river valley power sector of the Indian engineering and construction market include Hindustan Construction Company Limited, L&T Limited, Gammon India Limited and Patel Engineering Construction Company Limited. Our Company has also been certified under ISO 9001-2008 for securing contracts for hydro-electric and infrastructure projects, rendering support and facilities to execute such projects and design and engineering for hydro-electric projects.

Generally, the civil works, hydro-mechanical, electro-mechanical works and specialized works of construction projects are awarded in separate packages. However, in order to minimize delays arising from the interaction between different participants, contracts are increasingly being awarded under a single consolidated EPC contract. This trend has coincided with international companies attempting to enter the Indian market. In the past, our Company, in order to meet the specific requirements of various tenders, has entered into various consortia with major international companies such as SNC/Acres Inc., SNC Lavalin/Acres Transnational, GE Canada and Voith Hydro GmbH & Co.

While foreign engineering and construction firms have not been significant competitors of our Company in the past, such firms are increasing their activities in India. Our Company expects increased competition in India from foreign engineering and construction companies in collaboration with Indian construction companies. It is anticipated that foreign competitors will step up their entry into the Indian market in partnership with Indian construction companies.

Given the Government's emphasis on hydro-power development projects for improving the hydro and thermal power mix and the increased opportunities this will bring in the sector, this will create competition in the procurement of EPC contracts in the hydro-power sector.

Cement Segment

Our Group has a pan-India presence with cement production facilities located in Uttar Pradesh, Uttarakhand, Himachal Pradesh, Haryana, Madhya Pradesh, Chhattisgarh, Jharkand and Andhra Pradesh. As of the date of this Placement Document, our Group's installed capacity is 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in the favor of Ultratech Cement Limited but includes Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"). Of our installed capacity of 28.75 MTPA, 21.65 MTPA is located in central and northern India. Our Company's subsidiary, JCCL owns the cement production facilities in the states of Andhra Pradesh with an installed capacity of 5.0 MTPA while our Company's joint ventures with the Steel Authority of India Limited at Bhilai and Bokaro through Bhilai Jaypee Cement Limited and Bokaro Jaypee Cement Limited (which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*") have operational plants with an installed capacity of 2.2 MTPA and 2.1 MTPA, respectively.

Our Group caters to most of the regional markets in India. The following table sets out the breakdown of sales of cement by regions in India by our Company:

	Year ended March 31, 2013	Year ended March 31, 2014
	Sales Quantity (in MT)	
Central Region	7,597,375	7,405,169
Eastern	1,358,625	1,312,113
Northern	4,016,765	4,279,158
Western	54,545	28,920
South	1,092	-
Total Domestic	13,028,402	13,025,360
Nepal and Bhutan	286,994	213,818
Total Export Sales	286,994	213,818
Total Sales*	**13,315,395**	**13,239,178**

**Total sales include 1.56 lakh MT and 5.91 lakh MT of cement sales related to trial runs during the financial years 2012-13 and 2013-14 respectively.*

In addition to the above the subsidiaries of our Company have sold 6,986,307 MT of cement as of March 31, 2014 as compared to 7,371,918 MT of cement as of March 31, 2013. The following is a breakdown of subsidiary / joint venture wise cement sales:

Name of the subsidiary	Year ended March 31, 2013	Year ended March 31, 2014
	Sales Quantity (in MT)	
Bhillai Jaypee Cement Limited	1,536,374	1,388,721
Bokaro Jaypee Cement Limited	1,205,851	1,507,079
Jaypee Cement Corporation Limited	4,629,693	4,090,507
Total Sales...	**7,371,918**	**6,986,307**

Our Group's total cement sales (including clinker) for the year ended March 31, 2014 was Rs. 86,750 million. During the year ended March 31, 2014, our Group produced 19.69 million MT of cement and 14.66 million MT of clinker (which includes cement and clinker produced by the Gujarat cement plant). Our Group sold 20,687,313 MTPA of cement during the year ended March 31, 2013 and 20,225,485 MTPA during the year ended March 31, 2014. For the years ended March 31, 2013 and 2014, clinker production amounted to 16,073,775 MTPA and 14,669,268 MTPA, respectively. As the production of clinker is for self-consumption, only 1,414,642 MTPA and 1,574,039 MTPA was actually sold to third parties during these financial years.

Consumption of cement in the markets served by our Group has shown an overall increase in demand in recent years and our Company believes that demand is likely to continue to increase in these markets. Our Company believes that growth in demand is likely to be driven by investment in infrastructure projects, including roads, ports and power projects, and also by growth in the housing sector in urban and semi-urban areas, with increasing economic activity and population growth likely to increase both per capita and total cement consumption.

Our Company believes that with the increase in our production capacity, we are well placed to take advantage of the growing demand for cement in our markets.

Overview

Our Company believes that we are one of India's leading cement manufacturers and the third largest producer of cement in India. As of the date of this Placement Document, our Group's cement division has 15 modern, computerized process controlled cement plants with an aggregate installed capacity of 28.75 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in the favor of Ultratech Cement Limited but includes the Bokaro cement plant which our Company has agreed to sell, pursuant to a share purchase agreement dated March 24, 2014, to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"). Our Group's plants are located at Rewa, Bela, Satna and Sidhi in Madhya Pradesh with an installed capacity of 7.65 MTPA, Ayodhya, Allahabad, Dalla, Chunar and Sikandrabad in Uttar Pradesh with an installed capacity of 5.6 MTPA, Baga and Bagheri in Himachal Pradesh with an installed capacity of 3.5 MTPA, Panipat in Haryana with an installed capacity of 1.5 MTPA, Roorkee in Uttarakhand with an installed capacity of 1.20 MTPA, Durg in Chattisgarh with an installed capacity of 2.2 MTPA, Bokaro in Jharkhand with an installed capacity of 2.1 MTPA and Jaggayyapet in Andhra Pradesh with an installed capacity of 5.0 MTPA.

Manufacturing Facilities

References in this document to plant or production capacity are to rated (or installed) production capacity; that is, the production capacity the relevant plant was designed to achieve based on specified operating parameters, relating, inter alia, to quality of coal and limestone. Accordingly, it is possible in certain circumstances to achieve actual production in excess of rated (or installed) capacity.

The following table sets out a breakdown of capacity and production of our Group's plants for the periods indicated, and reflects the capacity of our Group:

Name of the Plant	Year of Commissioning	Installed Capacity	Production(1) (MTPA) Year ended March 31, 2013	Year ended March 31, 2014
Jaypee Rewa Cement Plant	1986 and l992	3.20	2.36	2.31
Jaypee Bela Cement Plant..................	1996	2.20	2.12	2.14
Jaypee Blending Unit, Sadwakhurd Allahabad...	2001	0.60	0.16	0.14
Jaypee Avodhya Grinding Unit	2004 2009	1.00	0.74	0.48
Jaypee Sidhi Cement Plant.................	2014	2.25	0.98	0.75
Jaypee Panipat Grinding Unit	2008	1.50	0.93	0.63
U.P. Chunar Cement Plant	2007-2009	2.50	2.34	2.45
U.P. Dalla Cement Plant	2007-2009	0.50	0.30	0.40
Jaypee Baga Cement Plant.................	2012	1.50	0.38	0.73
JHCBU Bagheri Grinding Unit...........	2010	2.00	1.68	1.56
Jaypee Roorkee Grinding Unit............	2010	1.20	0.91	0.73
Jaypee Sikandrabad Grinding Unit	2011	1.00	0.62	0.55
Jaypee Balaji Cement Plant................	2011	5.00	1.57	1.99
Bhilai Jaypee Cement Plant	2010	2.20	1.59	1.35
Bokaro Jaypee Cement Plant	2011	2.10	1.24	1.50
Total		**28.75**	**17.92**	**17.71**

Note:

(1) Excluding the production of cement by the Gujarat cement plant

Capacity Addition

Our Group has expanded our cement manufacturing capacity over the years through greenfield additions, acquisitions and our subsidiaries and joint ventures. As part of our strategy to increase our manufacturing capacity, our Company is setting up the Jaypee Super Cement Plant in Village Kota, Sonebhadra district, Uttar Pradesh with an installed capacity of 1.60 MTPA of clinker. Our Company is also setting up a cement grinding unit with an installed capacity of 1.10 MTPA at Kota near Dalla in Uttar Pradesh and a cement grinding unit at Churk in Uttar Pradesh with an installed capacity of 1.5 MTPA. JPVL's subsidiary PPGCL is also setting up a cement grinding unit at Bara, district Allahabad in Uttar Pradesh with an installed capacity of 4.0 MTPA. JPVL is also in the process of setting up a cement grinding unit at Nigrie in Madhya Pradesh with an installed capacity of 4.0 MTPA. Further, Jaypee Assam Cement Limited, which is a joint venture between our Company and Assam State Industrial Development Corporation is setting up a cement plant with an installed capacity of 1.0 MTPA in the State of Assam. JCCL is also implementing a 3.0 MTPA greenfield cement plant at Shahabad in the State of Karnataka. In addition, Andhra Cements Limited, which was acquired by our Group from G.P. Goenka Group in November 2011, is in the process of setting up a cement plant of a capacity of 2.6 MTPA in the state of Andhra Pradesh.

With the above capacity addition as well as projects in the pipeline, our Group will have a total capacity of 45.95 MTPA in India with approximately 608 MW of captive power.

Captive Power Plants

Our Group has established coal-based thermal power plants for captive consumption at certain of our cement plants in different locations with a total installed capacity of 343 MW, all of which are currently in operation. The following table sets out the breakdown of capacity of each thermal captive power plant:

Project	Capacity
Japee Rewa Cement Plant (CPP - I)	25.0
Jaypee Bela Cement Plant (CPP - II)	27.0
Jaypee Rewa Cement Plant (CPP - III)	37.0
Jaypee Dalla Cement Factory	27.0
Jaypee Chunar Cement Plant	37.0
Jaypee Sidhi Cement Plant	35.0
Jaypee Sidhi Captive Power Plant	120.0
Jaypee Balaji Cement Plant	35.00
Total Capacity	**343.0**

The captive power plants haveresulted in significant production synergies and in lower energy costs with the average cost of power for the year ended March 31, 2014 from captive sources being Rs. 4.71 per unit as compared to Rs. 5.80 per unit from grid power.

Our Company is in the process of setting up a thermal captive power plant at Churk (60 x 3 MW) in Uttar Pradesh. The captive power plant is expected to start commercial operations in Fiscal 2015. Further, JCCL has an installed capacity for captive generation of 35 MW in its cement plants in Andhra Pradesh and is setting up a 60 MW captive power plant at Shahabad in Karnataka and 25 MW in Balaji.

With the above capacities, the total capacity of captive power plants of our Group is expected to be 608 MW. As a result, the majority of our cement plants are self-sufficient in power generation for captive use.

Products

Our Group produces Ordinary Portland Cement (43 Grade) and Pozzolana Portland Cement (43 Grade and 53 Grade). Our Company also produces clinker for sale.

Production Process

Our Group uses the dry process technology which consumes less power and water as compared to the wet process technology.

In dry process production, limestone is crushed to a uniform and usable size, blended with certain additives (such as iron ore and bauxite) and discharged onto a vertical roller mill where the raw material is grounded to fine powder. An electrostatic precipitator de-dusts the raw mill gases and collects the raw material for a series of further stages of blending. The homogenized raw meal thus extracted is pumped to the top of a pre-heater by air lift pumps. In the pre-heaters the material is heated to 750° C. Subsequently, in the pre-calcinator the raw material undergoes a process of calcination (in which the carbonates present are reduced to oxides) and is then fed to the kiln. The remaining calcination and clinkerization reactions are completed in the kiln where the temperature is raised to 1,450-1,500° C. The clinker formed is cooled and conveyed to the clinker silo from where it is extracted and transported to the cement mills for producing cement. For producing Ordinary Portland Cement clinker and gypsum are used and for producing Pozzolana Portland Cement clinker, gypsum and fly ash are inter-ground.

Energy and Raw Materials

Electricity and coal are the largest components of our Group’s costs in the production of cement. Energy costs comprised approximately 24% of total cement costs (including interest and depreciation) during the year ended March 31, 2014 (March 31, 2013: 26%). Our Group’s requirement is for electricity as a power source for machinery and equipment at our plants and for thermal energy for our kilns to manufacture clinker. Of our Group’s total energy costs of Rs. 23,437 million during the year ended March 31, 2014, Rs. 9,322 million related to charges for electricity, and Rs. 14,115 million for coal (March 31, 2013: Rs. 9,836 million and Rs.15,437 million, respectively).

Historically, our Group has met most of our coal requirements by purchasing coal from public sector companies at controlled prices under quarterly allocations from the Ministry of Coal. The supply of domestic coal in India is subject to price and distribution controls imposed by the Government. As our Group's requirement for coal has increased considerably, our Group is now in the process of forming coal linkages to meet our coal requirements in the future. Our Group also imports coal from Indonesia and South Africa. Our Company's 120 MW captive power plant at Sidhi is being operated entirely on imported coal.

The main raw material used in the production of cement is limestone. The cement production process requires about 1.5 MT of limestone for every 1 MT of clinker produced. Our Group mines limestone at various sites close to our production facilities under leases with the state governments where the plants are located. Mining leases are initially granted by the state governments for a period ranging from 20 to 40 years and are thereafter subject to renewal on revised terms. Our Group pays the state governments a royalty on the mined deposits. Our Group has mining rights to over 12,545.982 hectares of land in the states of Madhya Pradesh, Uttar Pradesh and Himachal Pradesh. In addition to the existing limestone mines, which are presently being operated, our Group has also applied for the allotment of additional mines at Sidhi in Madhya Pradesh. With the addition of these mines, the total reserves available to our Group are believed by our Company, based on Government estimates, to be in the region of 2,869.350 million MT as of March 31, 2014. Our Group's current consumption of limestone is approximately 19.48 MTPA (which excludes the Gujarat cement plant (installed capacity 4.8 MTPA) which has been divested in favor of Ultratech Cement Limited. For further details please refere to the section titled "*Recent Developments*"). Our Group believes that we will have limestone reserves for over 40 years, subject to the renewal of mining leases by the state governments.

Other raw materials such as iron ore, laterite and gypsum are all available locally or are sourced from other markets.Additives such as iron ore and laterite, which are required to be added with limestone in the ratio of 0.04 MT for every 1 MT of clinker produced is readily available from various sources near our Group's cement plants.

Fly ash, which is required for the manufacture of Pozzolana Portland Cement, is readily available from thermal power plants located in states where the cement plants are located. Our Group has entered into long-term supply agreements with various power generating units in those states (including units operated by the NTPC Limited) for the supply of fly ash. Our Group also utilizes fly ash from our own thermal power plants.

The cement production process requires approximately 3.10% of gypsum for every 1 MT of cement produced. Our Group obtains mineral gypsum from the Rajasthan State Mineral Development Corporation Limited in the state of Rajasthan and chemical gypsum from fertilizer manufacturing units in the states of Orissa and Andhra Pradesh. Our Group also imports gypsum from Oman and Thailand.

The following table sets out details of our Company's average electricity and coal consumption in the production of cement for the periods indicated:

	Year ended March 31,	
	2013	**2014**
Electricity (Kwh per MT of cement)......	85.49	86.69
Coal (MT per MT of clinker).................	0.129	0.124

Sales, Marketing and Distribution

While our Company markets our cement mainly in Uttar Pradesh, Madhya Pradesh, Bihar, Rajasthan, Punjab, Haryana, Himachal Pradesh, Jammu and Kashmir, Uttarakhand and Delhi, we also market cement in other parts of the country such as in north east India and West Bengal. The cement market in India is localized in nature because transportation costs are high in relation to the value of the product; although supply shortages in parts of the country may at times lead to cement being transported from other regions. Our Company is also a major exporter of clinker and cement to Nepal.

Our Group has a network of approximately 330 feeder depots catering to more than 12,000 independent active stockists, as well as 18 regional marketing offices as of the date of this Placement Document. All of our Company's plants, feeder depots and marketing offices are linked by computers and the cement distribution and sales accounting are computerized.

Major cement clients of our Company include NTPC Limited, National Hydro Power Corp. Limited, Gas Authority of India Limited, Indian Oil Corporation Limited, ECE India, Indian Railways, L&T, Gammon, Hindustan Construction Company Limited, Essar Projects, IRCON, UPSBC, Sahara Group, Madhucon Projects and Hindalco.

Our Company has also established a large multi-locational marketing team to support and educate our customers on uses of cement in various types of construction.

Quality Control

Quality control techniques prescribed by the Bureau of Indian Standards ("**BIS**") are strictly complied with at our Company's cement plants in order to ensure that our products conform to and comply with applicable BIS standards. Quality control tests are carried out at various stages in the production cycle from the testing of raw materials to the finished product. Some of our Group's cement plants have been awarded quality systems certification ISO 9001:2008. Our Group also has in place an integrated management plan which comprises control standards, occupational safety standards and environmental standards which tracks the requirements of ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007 to ensure that our Group's plants do not depart from set standards.

Competition

The cement industry in India is highly fragmented, with more than 50 industry participants. The industry is also highly regionalized. Since transport costs are high in relation to the price of cement, production plants are mostly located near sources of raw materials, particularly limestone deposits, and target markets. Our Group has a pan-India presence with cement plants located throughout the country. See "— Cement Segment — Overview". The cement industry is highly competitive and our Group's main competitors include ACC, Gujarat Ambuja, Ultratech, Birla Corp, J&K Cement, Lafarge, Shree Cement, Madras Cement and Prism Cement.

Measures taken by our Group to improve our efficiency and therefore our competitive position include the establishment of seven captive thermal power plants, which have rendered our Group's cement plants self-sufficient with respect to their energy requirements, as well as reducing their overall energy costs. Our Group has ensured that all our new cement plants have captive power sources, allowing our Group to control the cost of power, which accounts for almost 10.96% of the total cost (including interest and depreciation) of producing cement for our Company.

In addition, our Company's Uttar Pradesh plant is entitled to exemption from sales tax, royalty payments on limestone mining and payment of electricity duty for its captive power generation, for 10 years. The new cement plants established in Himachal Pradesh, uniquely amongst cement plants in Himachal Pradesh, enjoys exemption from excise duties and sales tax for 10 years. Our Company believes that these advantages further enhance our competitive position.

Our Company's cement is sold under the "Jaypee Cement" brand name. Our Company believes that our brand name recognition, our reputation for quality products and our extensive distribution network enables us to charge a premium on our products.

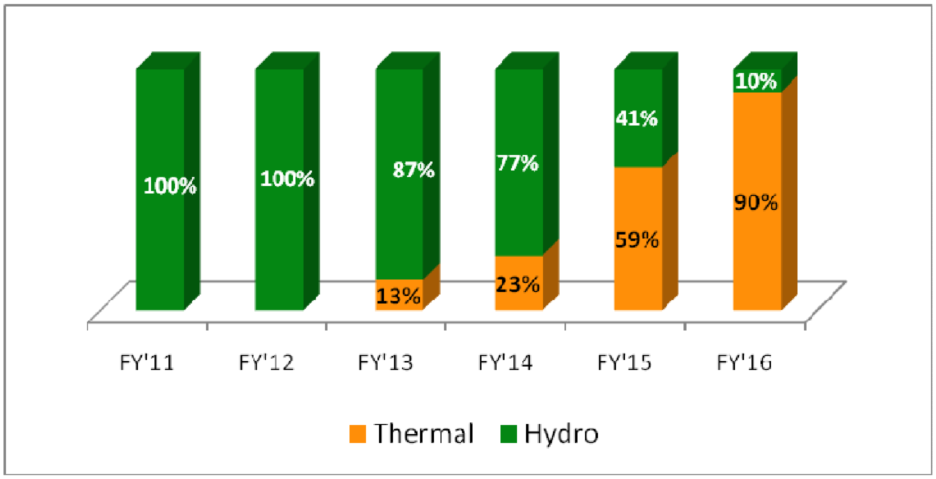
New entrants to the Indian cement market face significant barriers due to the time and capital expense involved in constructing plants and establishing a distribution network and brand image. Competition between regional producers is also limited by high transportation costs in relation to the value of the cement carried and the limited number of suitable limestone deposits. Accordingly, our Company believes that our principal competitors will continue to be those producing in the same regions as our Company.

Power Segment

Our Group has diversified into power generation in the private sector on a BOO basis. The Indian Ministry of Power announced in the 1990s that it would allow private sector participation in power generation in order to reduce the gap between generation of and demand for electricity. Our Group was among the first entrants to the power sector, leveraging, for our own projects, our existing experience in constructing dams and power houses as an engineering and construction company. For the year ended March 31, 2014, the consolidated total income of our Group contributed by the hydro-power segment aggregated Rs. 18,987.75 million.

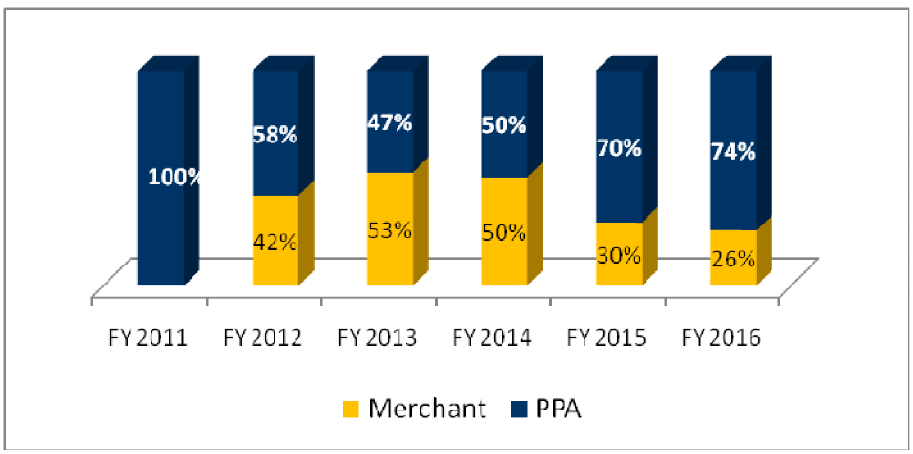
JPVL is the holding company for our Group's power business. JPVL is listed on the BSE and NSE and had a market capitalization of Rs 69,630.7 million as of July 1, 2014. JPVL is the largest private sector producer for hydro-power in India (*Source: Central Electricity Authority of India website*), with an operational hydro-power capacity of 1,700 MW and thermal power capacity of 500 MW. It is currently implementing power projects with an aggregate capacity of 3,300 MW, comprising the Bara Phase I (1,980 MW) and Nigrie (1,320 MW) thermal power projects and has various hydro power projects (3,920 MW) and thermal power projects (4,000 MW) at various stages of development.

The graph below sets forth the mix of our capacity between thermal power and hydro power:



Note: The figures for Fiscal 2015 and 2016 are based on management estimates

The graph below sets forth the mix of our off-take arrangements between merchant tariffs and PPAs:



Note: The figures for Fiscal 2015 and 2016 are based on management estimates

The table below sets forth our generation in millions of units:

Year	Merchant (MU)	PPA (MU)	Total (MU)
FY 2012	2,249	3,111	5,360 (A)
FY 2013	3,542	3,172	6,714 (A)
FY 2014	4,145	4,073	8,218 (A)
FY 2015	4,666	11,100	15,766 (E)
FY 2016	7,383	21,230	28,612 (E)

Note:

Generation figures have been calculated based on the likely operational capacity as normative operative levels, based on management estimates.

Projects

The table below sets out details of JPVL's power projects and other projects.

Power Project	**Type**	**MW / MTPA**	**Status**	**Date of commercial operations**
Baspa II HEP[4]	Hydro	300	Operational	2003
Vishnuprayag HEP	Hydro	400	Operational	2006
Karcham Wangtoo HEP[4]......................	Hydro	1000	Operational	2011
Bina Phase I TPP	Thermal	500	Operational	2013[1]
Nigrie TPP[5]	Thermal	1320	Under Implementation	December 2014
Bara Phase I TPP (Prayagraj Power Generation Company Ltd.)	Thermal	1,980	Under Implementation	June 2015
Karchana TPP (Sangam Power Generation Company Ltd.)	Thermal	1,980 (PhaseI – 1,320 MW and Phase II – 660 MW)	Under Development	—[2]
Bina Phase II TPP..................................	Thermal	700	Under Development	2016
Bara Phase II TPP (Prayagraj Power Generation Company Ltd.)	Thermal	1,320	Under Development	—
Lower Siang HEP (Jaypee Arunachal Power Ltd.)[3]	Hydro	2,700	Under Development	—
Hirong HEP (Jaypee Arunachal Power Ltd.) [3]..	Hydro	500	Under Development	—
Kynshi HEP (Jaypee Meghalaya Power Ltd.) [3]..	Hydro	450	Under Development	—
Umngot HEP (Jaypee Meghalaya Power Ltd.) [3]..	Hydro	270	Under Development	—
Total..		**13,420**		
Other Projects				
Nigrie Cement Grinding Unit	Cement	4MTPA	Under Implementation	

Notes:

(1) The first unit of phase I of the Bina thermal power plant was commissioned in August 2012 and the second unit was commissioned in April 2013.

(2) The Karchana thermal power project is not yet being implemented due to a court order that effectively prevents SPGCL from using the land acquired for the project.

(3) JPVL's current ownership interest is 100%, however pursuant to the agreements with the states of Arunachal Pradesh and Meghalaya, respectively, the government of Arunachal Pradesh is entitled to 11% interest in JAPL, which is developing the Arunachal Pradesh projects, and the government of Meghalaya is entitled to a 26% interest in JMPL, which is developing the Meghalaya projects.

(4) The BASPA II HEP and the Karcham-Wangtoo HEP shall be divested into Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited (both wholly owned subsidiaries of JPVL), respectively. Upon receipt of all necessary approvals, JPVL shall transfer the entire share capital of HBPCL and HKPCL held by it to TAQA India Power Ventures Private Limited and other purchasers. For further details, please refer to "*Recent Developments*".

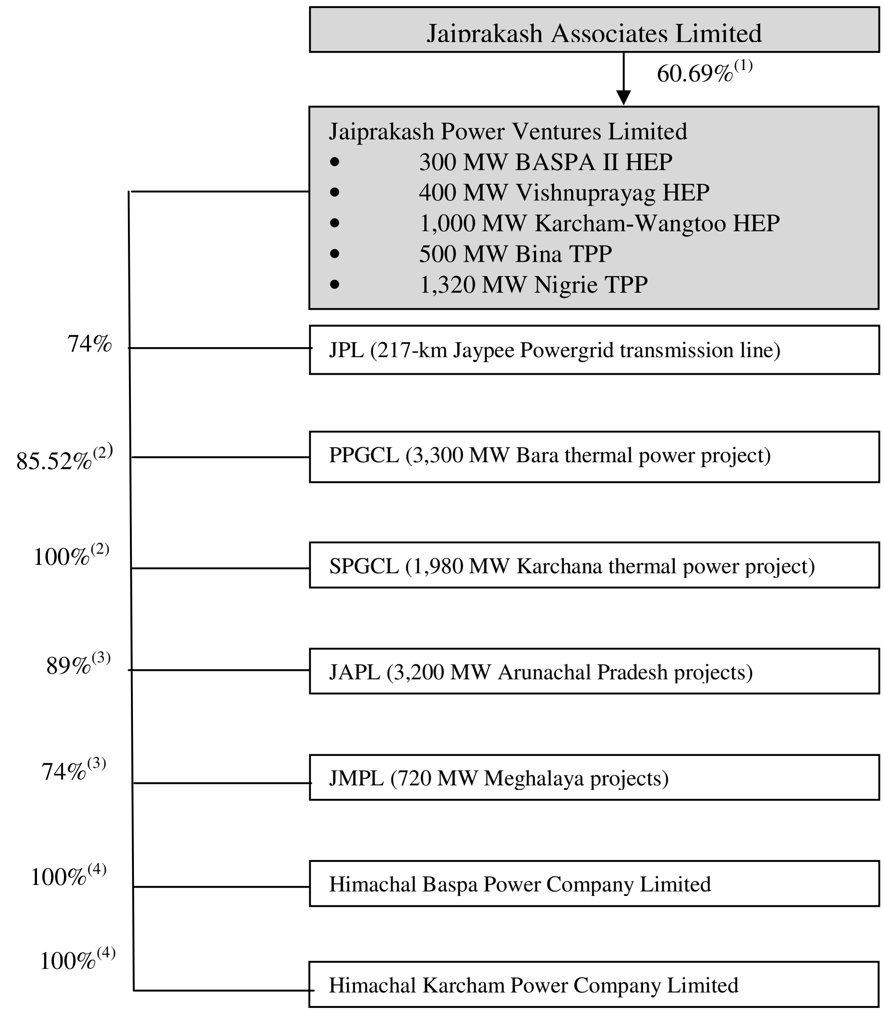
(5) The first unit (660 MW) of Nigrie TPP has been successfully synchronized with the grid on May 7, 2014 and is expected to commence commercial operations shortly.

The table below sets forth the equipment suppliers for certain of our power projects:

Power Project	**Equipment Supplier**
Baspa II HEP[4]	VA Tech (Austria), Voith (Germany), Alstom (France)
Vishnuprayag HEP	Alstom (France)
Karcham Wangtoo HEP[4].......................	VA Tech (Austria), Voith (Germany), Areva (France)
Bina Phase I TPP	BHEL (India)
Nigrie TPP[5]	L&T-MHI (India/Japan)
Bara Phase I TPP (Prayagraj Power Generation Company Ltd.)	BHEL (India), Alstom (France), Siemens (Germany)

Corporate Structure of Power Projects

The following chart sets forth our corporate structure as of May 15, 2014, including our expected ownership of each project company at the time the relevant project commences operations:



Notes:

(1) JAL currently holds 60.69% of the equity shares of JPVL,

(2) JPVL currently owns 85.52% of PPGCL, the project company that is implementing the Bara thermal power project, and 100% of SPGCL, the project company that is implementing the Karchana thermal power project.JAL owns the remaining 14.48% of PPGCL pursuant to a resolution passed by shareholders of JAL, JAL may invest up to Rs. 6,000 million to acquire up to a total 26% equity interest in PPGCL (including the 14.48% that it already owns), and up to Rs. 5,000 million to acquire up to a 26% equity interest in SPGCL.

(3) JPVL currently holds the entire equity share capital of JAPL and JMPL. JPVL's expected ownership in JAPL, which is developing the Arunachal Pradesh projects, and JMPL, which is developing the Meghalaya projects, is based on our agreements with the states of Arunachal Pradesh and Meghalaya, respectively. Pursuant to the memoranda of agreement with respect to the Arunachal Pradesh and the Meghalaya hydroelectric power projects, respectively, JPVL is required to allocate 11% of the equity shares of JAPL, which is developing the Arunachal Pradesh hydroelectric power projects, to the Government of Arunachal Pradesh and JPVL is required to allocate 26% of the equity shares of JMPL, which is developing the Meghalaya hydroelectric power projects, to the Government of Meghalaya, although as of the date of this Placement Document neither allocation has been made.

(4) Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited have been incorporated for the purpose of the divesting the BASPA II HEP and the Karcham-Wangtoo HEP respectively. For further details, please refer to "*Recent Developments*".

Baspa II HEP

The 300 MW Baspa II HEP has been developed on a BOO basis and commenced commercial generation of power in June 2003.

The project is a run-of-the river power plant located on the river Baspa, a tributary of the river Satluj in the Kinnaur district in Himachal Pradesh, approximately 210 kms from Shimla. Our Company acted as a contractor for execution of civil works for the project. The barrage of the Baspa II HEP is located at 2,520.5 meters above sea level.

A power purchase agreement for the energy generated by the Baspa II project was executed between JPVL and the Himachal Pradesh State Electricity Board ("**HPSEB**") in June 1997. HPSEB has contracted to purchase the entire saleable energy generated by the unit for a period of 40 years (extendable for a further period of 20 years at the discretion of the government of Himachal Pradesh). Pursuant to such agreement, 12% of the energy generated by the project is provided by JPVL to the government of Himachal Pradesh free of charge in lieu of water charges, with the balance 88% of the energy generated being sold to HPSEB on a tariff structure consisting of a capacity charge, an energy charge and incentives for secondary energy and plant availability.

The total cost of the Baspa II HEP was Rs. 16,673 million, which was financed by an equity contribution of Rs. 4,910 million, external loans of Rs. 10,888 million and internally generated funds of Rs. 875 million.

The project is designed to generate 1,213.18 MU of energy in a 90% dependable year and 1,435 MU of energy in a 50% dependable year. As of March 31, 2014, the project generated 1,178.41 MU of saleable energy with a plant availability of 99.98%. The BASPA II HEP is accredited for 1.00 million annual VERs.

Pursuant to the power purchase agreement executed with HPSEB for the sale of power, during the years ended March 31, 2014, 2013 and 2012, the total revenue generated from the project amounted to Rs. 3,199.70 million, Rs. 3,274.66 million and Rs. 3,274.85 million, respectively.

The project was awarded the Gold Shield and Silver Shield by the Ministry of Power, Government of India for the years 2007 to 2008 and 2004 to 2005 and 2010 to 2011 and 2011 to 2012 and 2012 to 2013, respectively, for outstanding performance under the hydro-power stations category.

The BASPA II HEP is in the process of being divested into HBPCL, JPVL's wholly owned subsidiary. Upon receipt of all necessary approvals, JPVL shall transfer the entire share capital of HBPCL held by it to TAQA India Power Ventures Private Limited and other purchasers. For further details, please refer to "*Recent Developments*".

Vishnuprayag HEP

The 400 MW Vishnuprayag HEP in Uttarakhand was developed on a BOO basis. Four units of the project were successfully commissioned between June and October 2006. The total completed cost of the project was Rs. 16,940 million as compared to the original estimated cost of Rs. 19,011.2 million and was financed by an equity contribution of Rs. 5,090 million, Rupee term loans of Rs. 10,510 million and foreign currency loans of U.S.$30.82 million.

The Vishnuprayag HEP is a run-of-the river power plant on river Alaknanda in Chamoli district in the state of Uttarakhand. The project did not involve any submergence or rehabilitation and is therefore environmentally friendly. It is designed to generate 1,774.42 MU of energy in a 90% dependable year and 1,948 MU of energy in a 50% dependable year. The Vishnuprayag HEP is accredited for 1.32 million annual VERs. As of March 31, 2014, the project generated 379.85 MU of net saleable energy with a plant availability of 100% since the Vishnuprayag HEP was shut down between the period of June 16, 2013 and April 12, 2014, due to floods in Uttarakhand. For further details please refer to the section titled "*Recent Developments*".

Pursuant to a power purchase agreement, entered into between JPVL and Uttar Pradesh Power Corporation Limited ("**UPPCL**"), UPPCL will purchase the entire saleable energy generated from the project for a period of 30 years (extendable by mutual agreement for a further period of 20 years). 12% of the energy generated by the project will be provided by JPVL to the government of Uttarakhand free of charge in lieu of water charges, with the balance 88% of energy generated being sold to UPPCL on a tariff structure consisting of a capacity charge, an energy charge and incentives for secondary energy and plant availability.

Pursuant to the power purchase agreement executed with UPPCL for the sale of power during the years ended March 31, 2014, 2013 and 2012, the total revenue generated from the project amounted to Rs. 3,084.61 million, Rs. 4,094.38 million and Rs. 4,411.57 million respectively.

The project was ranked first in the category of "Energy & Power" in the Essar Steel Excellence Awards in 2010.

Karcham Wangtoo HEP

The 1,000 MW Karcham Wangtoo HEP has been developed in Himachal Pradesh on a BOO basis. The project is located on the river Satluj between two villages namely, Karcham and Wangtoo, in the Kinnaur district of Himachal Pradesh. The project is located approximately 25 kms downstream of the 300 MW Baspa II HEP developed by JPVL and approximately 25 kms upstream of the 1,500 MW Nathpa - Jhakri hydro-electric project owned and operated by Satluj Jal Vidyut Nigam Limited.

The various units of the project were successfully commissioned between May and September 2011. The total cost of the project was Rs. 68,254 million, which was financed by an equity contribution of Rs. 20,700 million and Rupee term loans of Rs. 47,554 million.

It is a run-of-the river power plant which is designed to generate 4,414.02 MU of energy in a 90% dependable year and 4,811 MU of energy in a 50% dependable year. The Karcham Wangtoo HEP has been registered by UNFCCC as a CDM project and has been credited with 3.35 million CERs per annum.

According to the implementation agreement entered into with the government of Himachal Pradesh, JPVL is permitted to sell 88% of the energy generated from the project during the first 12 years of operation and 82% of the energy generated for the balance 28 years of the initial term to any consumer and the balance is to be provided free of charge to the government of Himachal Pradesh.

JPVL is currently selling the entire saleable power generated by the plant on short and medium term power purchase agreements and power exchanges on a merchant basis. The entire power from the project is being evacuated through a 217 km long 400 KV quad double circuit transmission line up to the Power Grid Corporation of India Limited ("**PGCIL**") sub-station at Abdullapur, Haryana.

In 2006, prior to its amalgamation into the JPVL, the erstwhile Jaypee Karcham Hydro Corporation Limited (which was implementing the Karcham Wangtoo HEP) entered into a PPA with PTC pursuant to which PTC agreed to purchase 704 MW of power for a term of 35 years from the commercial operations date, at a tariff based on the completion cost of the project to be determined in accordance with the CERC regulations. However, JPVL was advised by legal counsel, that the PPA was void due to the inability of CERC to enforce the tariff procedure contemplated under the PPA. Pursuant to a settlement agreement between PTC and JPVL, JPVL has filed a tariff petition for approval of tariff in September 2013. The sale of energy under this PPA commenced for Haryana with effect from May 1, 2014, and for Upper Pradesh with effect from June 1, 2014 and JPVL expects that the sale of energy to the balance of Indian states will commence soon. The provisional tariff is in respect of this petition is awaited. For further details, please refer to "*Recent Developments*".

During the years ended March 31, 2014, 2013 and 2012, the total revenue generated from the Karcham Wangtoo HEP amounted to Rs. 12,415.28 million, Rs. 12,990.43 million and Rs. 8,855.27 million respectively.

The Ministry of Power, Government of India, conferred unit II and IV of the Karcham-Wangtoo hydroelectric power plant with the Silver Shield and Gold Shield respectively for the year 2011 – 2012, under the category "Early completion of Hydro Power Projects".

The Karcham Wangtoo HEP is in the process of being divested into HKPCL, JPVL's wholly owned subsidiary. Upon receipt of all necessary approvals, JPVL will transfer the entire share capital of HKPCL held by it to TAQA India Power Ventures Private Limited and certain other purchasers. For further details, please refer to "*Recent Developments*".

Bina Phase I and Bina Phase II TPP

Bina TPP is a 1,200 MW coal based thermal power project which is being implemented in two phases. JPVL has setup a power plant of 500 MW (2 X 250 MW) in the first phase and the balance 700 MW will be implemented in the second phase at a later date. The first phase comprises two 250 MW units, the first of which commenced operations in August 2012 and the second commenced operations in April 2013.

The project is located about 15 kms north of Bina town, Sagar district, Madhya Pradesh. The site is well connected by both road and rail networks. The project site is located at a distance of about 2.1 kms from the Betwa river, which will meet the water requirements for the project. The project site is uninhabited and hence JPVL did not face any rehabilitation and re-settlement issues. The site is located within 15 kms of the load center of PGCIL or Madhya Pradesh State Electricity Board.

The project is being implemented on the basis of separate packages for boiler turbine generators ("**BTG**"), balance of plant ("**BOP**") equipment and civil works. The BTG and civil works contracts have been awarded to Bharat Heavy Electricals Limited and our Company, respectively. The BOP work had been awarded to other third party suppliers.

The coal requirement for Bina Phase I is estimated to be 2.39 MTPA at a plant load factor of 85%. JPVL has entered into a fuel supply agreement in 2012 with Central Coalfields Limited for 0.713 MTPA of grade "E" coal. JPVL has also signed fuel supply agreement with Southern Eastern Coalfields Limited for 0.829 MTPA on February 15, 2013. JPVL has applied for coal linkages for Bina Phase II TPP from the Ministry of Coal.

JPVL has entered into a power purchase agreement with the Madhya Pradesh Power Management Company Limited ("**MPPMCL**") and three other power distribution companies with respect to 65% of the installed capacity of the first phase of the project at an assumed plant load factor of 85% on a regulated tariff basis for a period of 25 years following the commencement of operations of the project. The tariff will comprise a capacity charge and a variable charge, each to be determined by the MPERC, and any other charges as may be determined by the MPERC pursuant to applicable regulations.

JPVL has also entered into a power purchase agreement with the government of Madhya Pradesh for 5% of the total power produced by the project on a variable charge basis for the life of the project. The tariff will comprise a variable charge to be determined by the MPERC. JPVL had filed a petition with MPERC for approval of the project cost and tariff.The MPERC vide its orders dated December 12, 2012 and June 29, 2013 granted the provisional tariff for first 250 MW unit and the second 250 MW unit respectively. JPVL has filed an application for final tariff for both first and second 250 MW unit of the Bina thermal power project. The hearing in respect of this application is expected to be scheduled shortly.

The balance 30% is to be sold pursuant to short to medium term power purchase agreements on a merchant basis in Madhya Pradesh, Maharashtra, Uttar Pradesh, Rajasthan, Punjab and Haryana. The total capitalized cost of the first phase of the Bina thermal power project was Rs. 35,750 million, which was financed through equity/corporate funding of Rs. 13,170 million and debt of Rs. 22,580 million.As of March 31, 2014, Rs. 21,093 million of project debt remained outstanding in connection with this project.

During the years ended March 31, 2014 and 2013, the total revenue generated from the project amounted to Rs. 8,417.20 million and Rs. 2,524.89 million respectively.

JPVL is in the preliminary stages of developing Phase II of the 1,200 MW Bina thermal power project. JPVL has entered into power purchase agreements with the Madhya Pradesh Power Trading Company Limited ("**MPPTCL**") for 37% of the installed capacity of Phase II (subject to coal availability) on a regulated tariff basis for a period of 25 years following the commencement of operations of the project and 5% of the total power produced by the project on a variable charge basis for the life of the project.

Nigrie TPP

JPVL is currently implementing a 1,320 MW (2x660 MW), dedicated coal based power project near Nigrie village in the Sidhi district of Madhya Pradesh. The project site is located at a distance of about 500 meters from river Gopad from where the water for the project will be sourced. JPVL has received the necessary government approvals, allocating 65.3 cusecs of water to be utilized for the project.

JPVL is implementing the project on the basis of separate packages for BTG and civil works. JPVL has awarded contracts for BTG and civil works to L&T- MHI Boilers Private Limited and our Company, respectively.

The project is expected to be commissioned by December 2014.

The coal requirement to fuel the Nigrie TPP is estimated to be 5.06 MTPA at a plant load factor of 85%. The Ministry of Coal, Government of India has allocated two coal blocks, namely Amelia (North) and Dongri Tal II, to the Madhya Pradesh State Mining Corporation Limited. To meet the entire coal requirement of the Nigrie project, our Company and the Madhya Pradesh State Mining Corporation Limited have formed two joint venture companies to develop, mine and supply coal from the allocated mines. A mine development and operation agreement has been entered into between JPVL and the two joint venture companies for the development and exploration of coal from both blocks. JPVL has entered into a FSA with the joint venture companies, MP Jaypee Minerals Limited (Amelia (North) coal block) and MP Jaypee Coal Limited (Dongri Tal II coal block), for the minable life of the coal blocks. Mining at the Amelia (North) coal block has commenced. However, mining operations at the Dongri Tal II coal block are yet to commence.

Coal from the allocated blocks, located within a radius of 68 kms of the project site, will be transported by private railway sidings owned by JPVL, which connect the project site to the Amelia (North) and Dongri Tal-II mines. Approval has been obtained from the concerned railway authorities in a letter dated December 19, 2008 for movement of coal from the mines to the project site.

Power from the switchyard will be evacuated at 400 kV to the PGCIL sub-station at Satna, Madhya Pradesh through a double circuit transmission line. JPVL is in the process of constructing a 156 km long double circuit extra high voltage line as a part of the project.

JPVL shall supply 30% of the project's installed capacity to MPPMCL for a period of 20 years following the commencement of operations of the project at the rates determined by the relevant regulatory commissions and 7.5% of net power generated to the government of Madhya Pradesh at variable charges. In addition, JPVL shall supply to our Company 12.5% of the installed capacity for a period of 12 years following the commencement of operations of the project at a tariff to be determined by the appropriate commission according to the terms of a power purchase agreement dated March 5, 2012. JPVL plans to sell the balance energy being generated through merchants and medium term power purchase agreements.

The current estimated cost of the Nigrie thermal power project is Rs. 104,500 million. As of March 31, 2014, we had invested a total of Rs. 98,789 million in the Nigrie thermal power project, comprising debt of Rs. 64,807 million and the balance from corporate resources.

Jaypee Powergrid Limited

JPVL has entered into a joint venture with PGCIL to set up a transmission system for the evacuation of power to be generated by the 1,000 MW Karcham Wangtoo HEP in the state of Himachal Pradesh to the inter-connection point at Abdullapur, Haryana. The joint venture company, Jaypee Powergrid Limited ("**JPL**"), has an equity participation of 74% by JPVL and 26% by PGCIL. The project consists of a 217 km transmission line from the Karcham Wangtoo project site to Abdullapur, Haryana along with an extension of the sub-station and switchyard at Abdullapur and Karcham.

The total cost of the project was Rs.9,830 million, which was financed by an equity contribution of Rs. 3,000 million and debt of Rs. 6,902 million. JPVL and PGCIL contributed aggregate equity contributions of Rs.2,220 million and Rs.780 million, respectively, to the project.

The project was commissioned on April 1, 2012. CERC in its order dated July 14, 2012 has since approved the interim tariff for the transmission of power by JPL.

Prayagraj Power Generation Company Limited ("PPGCL") (Bara Phase I and Bara Phase II TPP)

Bara TPP is a coal based power project with an aggregate capacity of 3,300 MW which is being set up in two phases, the first phase of 1,980 MW and second phase of 1,320 MW. This project is being set up through a subsidiary of JPVL namely, PPGCL.

The project is located at Bara, Allahabad, Uttar Pradesh and is based on boilers having super critical technology, which have better efficiency and produce less carbon emissions. The initial budgeted cost of the first phase of the Bara TPP was Rs. 107,800 million. The estimated cost is expected to be revised to Rs. 135,560 million primarily due to price variations in the BTG contract (which includes an increase of Rs. 2,331 million and Rs. 2,732 million in the US dollar and Euro components, respectively, on account of adverse exchange rate fluctuations) and an increase in interest and finance charges during construction of Rs. 11,093 million due to an increase in the cost of borrowing and additional debt on account of cost overruns and extension of commercial operations date of the Bara TPP.

Bara Phase I TPP is expected to be commissioned in June 2015. PPGCL has entered into off-take arrangements with the government of Uttar Pradesh. In respect of phase I of the project, PPGCL will sell 90% of the energy generated to the government of Uttar Pradesh and the balance 10% of energy generated on a merchant basis. The Bara Phase II TPP is currently under the preliminary stages of development.

The BTGs for the project are being sourced from BHEL in technical collaboration with Alstom and Siemens. The coal requirement for the Bara thermal power project is estimated to be 7.87 MTPA at a plant load factor of 90%. Based on a non-binding notification by Northern Coal Fields Limited to UPPCL, this coal is currently expected to be supplied by Northern Coal Fields Limited from the Jayant and Dudhichua collieries. PPGCL has entered into a fuel supply agreement with Northern Coal Fields Limited for 6.95 MTPA. As of March 31, 2014 JPVL had contributed Rs. 20,083 million of equity to PPGCL and its outstanding loans are Rs. 63,617 million.

Sangam Power Generation Company Limited (Karchana TPP)

Karchana TPP is a coal based power project with an aggregate capacity of 1,980 MW which is being set up in two phases, the first phase of 1,320 MW and second phase of 660 MW. This project is being set up through a wholly owned subsidiary of JPVL, Sangam Power Generation Company Limited ("**SPGCL**"). JPVL currently owns 100% of SPGCL, however, pursuant to a resolution passed by shareholders of our Company, our Company may invest up to Rs. 5,000 million to acquire up to 26% equity interest in SPGCL.

The project is located at Karchana, Allahabad, Uttar Pradesh and is based on boilers having super critical technology, which have better efficiency and produce less carbon emissions. The total cost of the project was expected to be Rs. 108,000 million for phases I and II, which was to be financed by an equity contribution of Rs. 27,000 million and debt of Rs. 81,000 million.

SPGCL has entered into off-take arrangements with the government of Uttar Pradesh. In respect of 1,320 MW of energy to be generated by phase I of the project, SPGCL will sell 90% to the government of Uttar Pradesh and the balance of 10% on a merchant basis. As regards the remaining 660 MW to be generated by phase II of the project, SPGCL will sell 20% to the government of Uttar Pradesh and the balance 80% on a merchant basis.

The BTGs for the project are being sourced from L&T in collaboration with Mitsubishi Heavy Industries ("**MHI**"). The project has received coal linkage for 4.68 MTPA from Dudhichua and Jayant mines of NCL and the FSA is yet to be executed. As of March 31, 2014, SPGCL has incurred a total expenditure of Rs. 5,105.37 million on the project, which was financed entirely by an equity contribution.

The payment for the requisite land has been made to government of Uttar Pradesh, however, SPGCL has not yet taken possession of the land for developing the project. The Allahabad High Court has set aside the land acquisition conducted by the government of Uttar Pradesh by an order dated April 13, 2012. The government of Uttar Pradesh will now have to initiate the process to re-acquire the land that was the subject of that order. JPVL has requested UPPCL to amicably close the Karchana TPP and the power purchase agreements with the five distribution companies and refund the dues and investments made by JPVL.

Jaypee Arunachal Power Limited (Lower Siang HEP and Hirong HEP)

Jaypee Arunachal Power Limited ("**JAPL**"), a special purpose vehicle incorporated by JPVL, is setting up the 2,700 MW Lower Siang HEP with an annual design energy of 13,236 MU and the 500 MW Hirong HEP with annual design energy of 2,190 MU in the state of Arunachal Pradesh. The projects are being undertaken by JAPL in a 89:11 joint venture with the government of Arunachal Pradesh. The agreement with the government of Arunachal Pradesh provides for the government of Arunachal Pradesh to be allotted 11% of JAPL, the project company that is developing these projects, within three months following the date of the agreement, however, the allotment has not yet been made. The projects have been awarded to our Group on a BOOT basis with a concession period of 40 years after the date of commercial operations of the projects.

The Lower Siang HEP has an installed capacity of 2,700 MW comprising of 9 units of 300 MW each. The project will be commissioned in two phases, first phase of 1,500 MW and second phase of 1,200 MW.

The total cost of the project is expected to be Rs. 199,910 million, which is proposed to be financed by a debt to equity ratio of 75:25.

According to the implementation agreement, JAPL will provide to the government of Arunachal Pradesh, 12% of the energy generated by the project free of charge for the first ten years and 15% will be provided free of charge from the 11th year onwards. JAPL proposes to sell the remainder of the power through long-term power purchase agreements and on a merchant basis based on a ratio of 60:40.

The Hirong HEP has an installed capacity of 500 MW. The concession period for the project is 40 years after the date of commercial operations. Pursuant to an implementation agreement with the government of Arunachal Pradesh, 12% of the energy generated by the project will be provided to the government of Arunachal Pradesh free of charge for the first ten years and 15.5% will be provided free of charge from the 11th year onwards. JAPL proposes to sell the remaining power through long-term power purchase agreements and on a merchant basis, based on a ratio of 60:40.

As of March 31, 2014, JAPL has incurred a total expenditure of Rs. 2,239.33 million on the Lower Siang HEPandHirong HEP, which has been financed by an equity contribution from JPVL. The detailed project report is under preparation.

Jaypee Meghalaya Power Limited (Kynshi-II HEP and Umngot HEP)

Jaypee Meghalaya Power Limited ("**JMPL**"), a special purpose vehicle incorporated by JPVL, is setting up the 450 MW Kynshi-II HEP with annual design energy of 1,940 MU and the 270 MW Umngot HEP with annual design energy of 1,160 MU in the state of Meghalaya. The projects are being undertaken by JMPL in a 74:26 joint venture with the government of Meghalaya. The agreement with the government of Meghalaya provides for the government of Meghalaya to be allotted up to 26% of JMPL, the project company which is developing these projects, within six months following the date of the agreement, however the allotment has not yet been made.

Kynshi-II HEP is located on Kynshi river in West Khasi hills district in the state of Meghalaya. The project has been awarded to our Group on a BOOT basis for a concession period of 40 years after the date of commercial operations of the project. The installed capacity of the project is of 450 MW comprising three units of 150 MW each.

Pursuant to the implementation agreement, 12% of the energy generated by the project will be provided to the government of Meghalaya free of charge and an additional 1% of the energy will be contributed for social development. JMPL proposes to sell the remaining power through long-term power purchase agreements and on a merchant basis, based on a ratio of 60:40.

The Umngot HEP located at Tawai, East Kashi Hills, Meghalaya has been awarded to our Group on the basis of a memorandum of understanding for a concession period of 40 years after the date of commercial operations of the project.

Pursuant to off-take arrangements with the government of Meghalaya, 12% of the energy generated by the project will be provided to the government of Meghalaya free of charge plus an additional 1% of the energy will be contributed for social development. JMPL proposes to sell the remaining power through a long-term power purchase agreement and on a merchant basis, with sales divided equally between the two.

As of March 31, 2014, JMPL has incurred a total expenditure of Rs 89.31 million on the Kynshi-II HEP andon the Umngot HEP, which was financed by equity contributions from JPVL.

Hospitality and Real Estate Segment

Hospitality

Our Group has been in the hospitality industry for more than thirty years. Our Company currently owns five hotel properties, namely Jaypee Vasant Continental located at New Delhi with 119 rooms, Jaypee Siddharth located at New Delhi with 94 rooms, Jaypee Palace Hotel located at Agra with 341 rooms, Jaypee Residency Manor located at Mussoorie with 135 rooms and Jaypee Greens Golf & Spa Resort located at Greater Noida with 170 rooms. Our Company operates these hotels through its associate company, Jaypee Hotels Limited and has entered into a management consultancy agreement for hotel operations, marketing, advertising and reservation services with Jaypee Hotels Limited. Jaypee Greens Golf and Spa Resort has been set up in collaboration with the Six Senses Spa chain of resorts, which is a premium property overlooking our Company's 18 hole Greg Norman Golf Course at Greater Noida.

Our Company's Jaypee Vasant Continental has been accredited with the environmental management system ISO 14001: 2004, Jaypee Residency Manor with the Food Safety Management System ISO 22000: 2005, Jaypee Palace Hotel with Quality Management System ISO 9001: 2008 and HACCP and Jaypee Siddharth with Food Safety Management System with HACCP ISO 22000:2005 and Environmental Management System ISO 14001: 2004.

During the year ended March 31, 2014, the income contributed by the hotels segment amounted to Rs. 2,445 million, compared to Rs. 2,223 million during the year ended March 31, 2013.

During the year ended March 31, 2014, the average occupancy level for Jaypee Vasant Continental, Jaypee Siddharth, Jaypee Palace Hotel, Jaypee Residency Manor and Jaypee Greens Golf & Spa Resort was approximately 71%, 69%, 62%, 43% and 28%, respectively.

Competition

Other major operators in Delhi include Asian Hotels, Indian Hotels, East India Hotels, Le-Meridian, Hyatt, ITDC and Marriot. In Agra, in terms of current room capacity, Jaypee Palace Hotel is the market leader. Other operators in Agra include ITC Hotels, the Oberoi Group and the Taj Group.

Real Estate

Our Company develops large real estate projects which are based on the concept of "golf-centric real estate". Our Company envisions that each project will achieve international standards and excellence with tie-ups with the best designers, planners and international consultants. In addition, the Yamuna Expressway Project, which is a 165 km six lane access controlled expressway linking Agra to Noida-

Greater Noida expressway, is expected to further provide our Group with extensive real estate development opportunities.

Jaypee Greens, Greater Noida

Our Company is developing a premium golf centric complex of approximately 452.75 acres at Jaypee Greens in Greater Noida, primarily consisting of high-end residential development for high net-worth individuals and corporates. Jaypee Greens is located at the heart of Greater Noida and includes an 18 hole Greg Norman signature international championship course with a club house, golf academy, health club, swimming pools, restaurants and bars which are already in operation. The project has received several prestigious international awards including the "Best Golf Development", "Best Apartment (for Sea Court)" and "Best Development (for The Estate Homes)" by Bloomberg-Asia Pacific International Property Awards.

Jaypee Greens Wish Town Noida

Our Company is developing Jaypee Greens "Wish Town", which is also a golf centric project located at Noida. The project is being developed over 1,152 acres of land, of which approximately 300 acres is owned by our Company and the balance is owned by its subsidiary, Jaypee Infratech. It offers a wide range of residential, recreational, commercial and institutional facilities with a total developable area of approximately 83.28 million sq. ft. It also provides numerous golf facilities designed by Graham Cooke and Associates. Our Company is subject to certain legal proceedings in relation to competition law in connection with the Jaypee Greens "Wish Town". For further details please refer to the section titled "*Legal Proceedings*".

Jaypee Greens "Sports City"

Our Company is also developing the Jaypee Greens "Sports City", which is located in the vicinity of JPSI's Formula One race track at Dankaur, Gautam Budh Nagar district in Uttar Pradesh, which hosted the first Indian Grand Prix successfully in October 2011 and has since hosted the Indian Grand Prix in October 2012 and 2013, as well. Our Company is developing a wide range of residential, commercial, institutional and recreational facilities on a total developable area of approximately 144 million sq. ft. JPSI is a subsidiary of our Company and has a five-year contract with the Formula One World Championship from 2011 for hosting the Indian Grand Prix at its Buddh International Circuit.

Real Estate Development

Jaypee Infratech was entitled to 2,500 hectares (6,175 acres) of land at five locations along the Yamuna Expressway for real estate development. Jaypee Infratech is developing the land according to the terms of the concession agreement for residential, commercial, institutional, amusement and industrial purposes. Under the terms of the concession agreements, Jaypee Infratech has taken on lease, 98.30% of 6,175 acres to date, the following five parcels:

- Land Parcel —1: 500 hectare (1,235 acres) in Noida at about 6 kms on the existing Noida-Greater Noida expressway from Noida;
- Land Parcel — 2: 451.2365 hectare (1,114.55 acres) in Jaganpur at about 8 to 11 kms of the Yamuna Expressway;
- Land Parcel — 3: 548.7635 hectare (1,355.45 acres) near Mirzapur at about 15 to 18 kms of the Yamuna Expressway.
- Land Parcel — 4: 500 hectare (1,235 acres) on both sides between proposed Taj International Airport Hub and Tappal, at about 42 to 46 kms of the Yamuna Expressway; and
- Land Parcel — 5: 500 hectare (1,235 acres) on both sides of the Yamuna Expressway, at about 158 to 165 kms of the Yamuna Expressway.

Jaypee Infratech Limited undertook development of its Noida land parcel in 2008 and the Mirzapur land parcel in 2012. The details of real estate salesfor the year ended March 31, 2014 are set out in the table below:

Group Company	Area Sold (million sq. ft.)	Sales Value	Collections	Average Realization (Rs. / sq. ft.)
The Company – Greater Noida	0.12	1,060	1,980	9,217
The Company – Noida	0.53	4,477	6,918	8,447
Jaypee Infratech	3.31	10,089	21,790	3,048
JPSI– built-up	1.17	3,898		3,332
JPSI– plots			7,273	
	0.54	1,177		37,023/sq. yard
Total	**5.67**	**20,701**	**37,961**	**3,651**

The details of real estate sales as of March 31, 2014, since the commencement of such development, are set out in the table below

Group Company	Area Sold (million sq. ft.)	Sales Value	Collections	Average Realization (Rs. / sq. ft.)
The Company – Greater Noida	6.14	30,557	25,750	4,975
The Company –Noida	10.22	62,660	45,577	6,131
Jaypee Infratech	56.68	179,820	135,810	3,173
JPSI – Built-up	3.81	12,017		3,154
			19,576	
JPSI – Plots	8.87	12,621		31,537/sq. yard
Total	**85.72**	**297,675**	**226,713**	**3,473**

We expect to realize a cash inflow of Rs. 15,290 million from bulk land sales by Jaypee Infratech. The details of our real estate portfolio following the bulk land sales are set forth in the table below:

Subsidiary	Sq. ft. in million	Percent in Delhi region
Jaypee Infratech	342	49%
JPSI	123	100%
The Company	14	100%
Total	**479**	**63%**

Expressways Segment

Yamuna Expressway

Our Group entered the infrastructure business by bidding for a six lane access controlled Taj expressway which was subsequently renamed the Yamuna Expressway (extendable up to eight lanes) from Noida to Agra in the state of Uttar Pradesh in 2003. Yamuna Expressway Industrial Development Authority ("**YEIDA**"), the agency set up by the government of Uttar Pradesh, conducted an international competitive bidding process for the selection of a concessionaire for the project. Based on the lowest concession period of 36 years from the date of commercial operations, the project was awarded to our Company. A concession agreement to this effect was executed between our Company and YEIDA on February 7, 2003. The concession provided for the operation and maintenance of the Yamuna Expressway for 36 years, collection of toll and the right for development of 25 million sq. meters of land for residential, commercial, institutional, amusement and industrial purposes at five land parcels out of which one is located at Noida. Subsequently, pursuant to the provision contained in the concession agreement and on the direction of YEIDA, our Company incorporated Jaypee Infratech Limited as a special purpose vehicle on April 5, 2007. The project was transferred by our Company to Jaypee Infratech with effect from October 22, 2007.

The 165 km Yamuna Expressway was opened to the public on August 9, 2012. The total cost for the project was Rs. 134,765 million, which was financed by Rs. 69,265 million in equity contributions/initial public offer proceeds/contributions from real estate and Rs. 65,500 million in debt.

On May 21, 2010, Jaypee Infratech Limited was successfully listed on the NSE and BSE. As of July 1, 2014, Jaypee Infratech Limited had a market capitalization of Rs. 47,987.7 million. Jaypee Infratech Limited is eligible for a 10 year tax holiday under section 80 IA (4) of the Income Tax Act 1961. As of March 31, 2014, our Company had a 71.64% shareholding in Jaypee Infratech Limited.

Our Company believes that the Yamuna Expressway will promote economic development of Uttar Pradesh and is aimed to provide a fast travel corridor to minimize the travel time from Delhi to Agra. The Yamuna Expressway also connects the main existing and proposed townships or commercial centers on the left bank of the Yamuna river. The Yamuna Expressway aims to relieve traffic congestion on NH-2 which runs through the cities of Faridabad, Ballabgarh and Palwal.

Himalyan Expressway

In addition, our Company has also developed the Himalyan Expressway through our wholly owned subsidiary, Himalyan Expressway Limited. The 27.6 km four lane Himalyan Expressway connecting Punjab, Haryana and Himachal Pradesh was opened to the public on April 1, 2012 and began collecting toll on April 6, 2012.

Fertilizer Segment

Jaypee Fertilizers and Industries Limited ("**JFIL**") has been incorporated by our Company in order to enable our Group to enter the fertilizer sector in India. JFIL has formed a 50:50 joint venture, Jaypee Uttar Bharat Vikas Private Limited ("**JUBVPL**") with ISG Traders Limited, which belongs to the GP Goenka Group, a member of the promoter group of Duncans Industries Limited ("**DIL**"), to acquire the existing business of manufacturing, selling and trading of fertilizers and related activities (the "**Fertilizer Undertaking**") of DIL pursuant to a rehabilitation scheme approved by Board for Industrial and Financial Reconstruction ("**BIFR**").

Pursuant to a scheme of rehabilitation approved by BIFR by an order dated January 16, 2012, the fertilizer undertaking of DIL was demerged into Kanpur Fertilizers & Cement Limited, which is a wholly-owned subsidiary of JUBVPL, with effect from January 24, 2012. The fertilizer plant, located at Panki industrial area, Kanpur, Uttar Pradesh, has a capacity to produce 0.722 MTPA of urea and was ready for commencement of commercial production on naphtha as feedstock in June, 2012. However, the operations could not be started as the Ministry of Fertilizers, GoI did not give permission to run the plant on naphtha as feedstock. The fertilizer plant was eventually run on natural gas as feedstock.

As of March 31, 2014, the total capital expenditure incurred by our Company for this undertaking was Rs. 11,657 million, comprising acquisition cost, renovation cost, cost for fuel conversion from naphtha to natural gas, as well as the costs of modernizing the plant. The fertilizer plant started producing urea on all three streams from December 10, 2013 on natural gas as feedstock.During the year ended March 31, 2014, the production of urea was 313,378 MT (at a capacity utilization of 43%) and operating revenue from the sale of urea was Rs.11,692 million.

Environmental Matters

As an engineering, construction and manufacturing company, our Company is required to comply with various laws and regulations relating to the environment. India has a number of pollution control statutes which empower state regulatory authorities to establish and enforce effluent and emission standards for factories discharging pollutants or effluents into the water or the air. In addition, there are various regulations in relation to factories using hazardous processes. The Government has over the last decade progressively imposed stricter and more stringent requirements which are comparable to global standards. The principal pollution problem faced by cement manufacturers is stack emission and ambient emissions. All of our Company's cement plants are equipped with state of the art pollution control systems and comply with current stack emission limits for air pollution. Continuing focus by Indian authorities on environmental controls may impose substantial costs in the future on our Company and other cement manufacturers.

In relation to our cement production facilities, our Company has taken proactive environmental risk management actions at all of our plants including the following:

- Formulation of a Corporate Environment & Energy Policy for all our plants;
- putting in place mitigation measures towards risk management. A risk assessment study has been carried out by M/s TATA AIG Management Services Limited and the recommendations made have been fully complied with by our Company;
- a comprehensive fire-fighting scheme has been established in all plants aimed at preventing coal pile fire;
- maintaining a short duration of storage pile to prevent dead pockets of coal, which is a potential source of spontaneous heating as well as ensuring that coal conveying and handling structures are made of non-combustible materials;
- static electricity hazards have been reduced by permanent bonding and grounding of equipment including ducts, conveyor drive belts and related components of the system;
- lightening conductors/arrestors are installed and connected with independent earth pits;
- all electric installations such as cable cellars have been equipped with heat sensors and an automatic water spray system;
- captive inert gas stations have been installed to dowse fires in the coal mill ESP and fine coal bins. In addition, a back-up arrangement using CO2 cylinders is in place; and
- fitting the coal mill gas circuits with explosion flaps to immediately relieve pressure for the protection of personnel and equipment.

Our Company has also undertaken active water conservation and rain water harvesting measures at our plants. In the areas adjacent to the plants and limestone mines, our Company has created eight reservoirs and ponds with an aggregate surface area of 70 hectares with a total storage capacity of 4.5 million m^3. These reservoirs and lakes serve the water requirements of our Company's cement plants and captive thermal power plants, with total annual consumption amounting to approximately 450,000 m^3 per annum. Utilization of water from these reservoirs and lakes avoids the need to extract sub-soil water and accordingly has led to an increase in the water level in the vicinity, serving to mitigate drought conditions in the vicinity of these plants.

Our Company utilizes fly ash, which is a waste product from the generation of thermal power, for the manufacture of Pozzolana Portland Cement. Our Company is now able to utilize substantial amounts of fly ash in our production process, including the entire ash generated from our Company's captive thermal power plants. Regular environmental audits are conducted at our Company's cement plants and stack/ambient emission monitoring is carried out on a regular basis. Our Company has set up committees at all our plants for this purpose.

In relation to our hydro power projects, JPVL undertakes environmental impact assessments and prepares environmental management plans for each project. This is carried out in conjunction with the National Environmental Engineering Research Instituteand other reputable consulting companies set up by the Government.

Our Company also has an active plantation scheme, with horticultural plans drawn up on a yearly basis for the forestation of the plant/residential areas as well as the reclaimed areas within the vicinity of our Company's limestone mines. Over the reclaimed areas within our Company's mining leases, our Company has planted thousands of trees.

Over the past few years, our Company has developed a rain water drainage system, which collects monsoon water through a gravity-cum-pumping system from an area of approximately 175 hectares in Jaypeenagar. During the monsoons, approximately 5.0 million m^3 of rain water is collected and fed into the reservoirs in the mines. In Dalla and Chunar, our Company's water harvesting measures include the development of two water catchment areas and the installation of rooftop water harvesting structures in the townships.

A unique water conservation measure adopted in the captive power plant is the adoption of the air cooled condenser technology, which greatly reduces the water consumption in the cooling tower makeup.

Our Company believes that we comply in all material respects with all such statutes applicable to us and with the regulations thereunder. In particular, we have all the consents from the appropriate regulatory authorities necessary to carry on our business.

Insurance

Our Company maintains a range of insurance policies to cover our buildings, plant and machinery, stocks, goods-in-transit and employees. Risks covered include fire, natural disaster, machinery breakdown, burglary, terrorism, loss of profit and third party injury claims. Our Company's plants and other fixed assets are insured for their estimated replacement value. In addition, our Company also maintains insurance for group personnel accident/mediclaim policy for employees at our sites and insurance for aircraft hull/liabilities for aircraft owned by our Company. Total premiums paid by our Company amounted to Rs. 315.05 million for the year ended March 31, 2014. Typically, insurance policies are issued on a yearly basis and need to be renewed every year.

Our Company believes that the amount of insurance cover presently maintained by us and our subsidiaries represents the appropriate level of coverage required to insure our businesses and those of our subsidiaries.

Our Company has received an aggregate amount of Rs. 183.06 million as of March 31, 2014 in relation to insurance claims. Further, our Company believes that there is only one major claim amounting to approximately Rs. 1,180 million outstanding relating to damage to a tunnel boring machine under the Contractor/Erection All Risk Insurance Policy taken for the Srisailam Tunnel Project in Andhra Pradesh. All other pending claims are routine.

Health and Safety

Our Company places considerable emphasis on health and safety throughout our operations and is committed to ensuring high standards are maintained in compliance with applicable laws and regulations.

Training programs have been implemented for all our staff and employees, and our Company carries out regular safety audits in relation to our operations.

Our Company'sJaypee Rewa Plant, Jaypee Bela Plant, Jaypee Ayodhya Grinding Operations, Jaypee Cement Blending Unit and Heavy Engineering Workshop have been certified to be in accordance with the requirements of the ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007 management system standards from Bureau Veritas, United Kingdom. The certificates are renewable on July 31, 2015.

Our Group's Jaypee Rewa Plant was awarded the "Sword of Honour" for the years 2010, 2011, 2012 and 2013 and our Group's Heavy Engineering Workshop in Jaypee Nagar, Rewa, Madhya Pradesh was awarded the "Sword of Honour" in 2012 and 2013 by the British Safety Council in the United Kingdom for having demonstrated an outstanding commitment to health and safety management during the last twelve months.

Research and Development

Research and development work in respect of new engineering techniques for achieving higher efficiencies is a continuing process in our Company.

Employees and Employer Relations

As of March 31, 2014, our Company had a total workforce of 20,345 people, including managers, staff and workers. The following table sets forth the distribution of the workforce among the various segments of our Company's business as of the dates indicated.

	As of		
	March 31, 2014	**March 31, 2013**	**March 31, 2012**
	(number of employees)		
Division			
Engineering and Construction	14,400	15,365	15,167
Cement	3,911	3,854	4,783
Hotels	2,034	2,279	1,608
Total	**20,345**	**21,498**	**21,558**

Employees in India enjoy certain statutory rights, which prevent them from being dismissed or made redundant, except in limited circumstances. A significant number of employees of our Company in the cement division are members of unions. Membership of a union is not mandatory.

Our Company provides provident fund and pension benefits to all our employees pursuant to the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. Our Company also provides other benefits to our employees, including medical, education and housing benefits and facilities.

Our Company believes that relations with our employees are satisfactory.

Property

Our Company has taken on lease the premises for our registered office and corporate office both of which is located at Sector 128, Noida – 201 304, Uttar Pradesh, India. Our Company owns and leases various premises used for offices, residential staff quarters, transit houses, showrooms and other purposes relating to our Company's businesses.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

In terms of the Articles of Association, the Company shall not have less than three and more than twenty Directors.

The Board currently comprises 16 Directors, of which seven are Whole-time Directors, seven are non executive, independent Directors, one is a non-executive, non-independent Director and one is a nominee Director.

Pursuant to the Companies Act, 2013 not less than two-thirds of the total numbers of directors shall be persons whose period of office is subject to retirement by rotation and one third of such directors, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office at every annual general meeting. For the purpose of determining the total number of directors who are subject to retirement by rotation such number shall not include the independent directors of the company. The directors to retire are those who have been the longest in the office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default and subject to any agreement among themselves, be determined by lot. As of the date of the Placement Document, at least two of our Directors retire by rotation at the next annual general meeting subject to offering themselves for reappointment pursuant to the Companies Act, 2013.

The following table sets forth details regarding the Board as at the date of this Placement Document:

Name	Designation	Address	Director Identification number	Occupation
Mr. Manoj Gaur	Managing Director (Executive Chairman & CEO)	A-9/27, Vasant Vihar, New Delhi - 110057	00008480	Business
Mr. Sunil Kumar Sharma	Executive Vice Chairman Whole-time Director	E-9/14, Vasant Vihar, New Delhi - 110057	00008125	Business
Mr. Sarat Kumar Jain	Non-executive, Non-independent Director	B-1/12, Vasant Vihar New Delhi- 110057	00010073	Business
Mr. S. C. Rathi	Nominee Director*	4, Jeeven Anand, Opp. Breach Candy Hospital, Rajabali Lane, Mumbai - 400026	02976025	Service
Dr. B. Samal	Non-executive Independent Director	Flat.No1101, Lokhandwala, Galaxy Junction of N.M Joshi & K.K.Marg, Near S.Bridge, Byculla (West) Mumbai- 400011	00007256	Retired (Former Chairman and Managing Director of Allahabad Bank)
Mr. V. K. Chopra	Non-executive Independent Director	4 - A, 4th Floor,	02103940	Retired (Former

Name	Designation	Address	Director Identification number	Occupation
		Harmony, Tower, Dr. E Moses Rd, Worli, Mumbai, 400018		Chairman & Managing Director of Corporation Bank)
Ms. Homai A. Daruwalla	Non-executive Independent Director	781, Flat No. 11, 3rd floor, Mancherji Joshi Road, Parsi Colony, Dadar, Mumbai 400 014.	00365880	Retired (Former Chairperson and Managing Director of Central Bank of India)
Mr. S. C. Bhargava	Non-executive Independent Director	1305, B Wing, 13th Floor, Dosti Acres, Upper Link Road, Off. SM Road, Antop Hill, Wadala East, Mumbai-400037.	00020021	Chartered Accountant
Mr. B. K. Goswami	Non-executive Independent Director	F-4, Kailash Colony, New Delhi 110048	00003782	Retired (Former officer of the Indian Adminstrative Services)
Mr. R. N. Bhardwaj	Non-executive Independent Director	402, Moksh Apartments Upper Govind Nagar Malad(E) – Mumbai- 400 097	01571764	Retired (Former Chairman of Life Insurance Corporation of India)
Mr. K. N. Bhandari	Non-executive Independent Director	5, New Power House Road, sector-7, Jodhpur - 342003	00191219	Retired (Former Chairman cum Managing Director of United India Insurance Company and New India Assurance Company)
Mr. Sunny Gaur	Whole-time Director	A-9/27, Vasant Vihar New Delhi - 110057	00008293	Business
Mr. Pankaj Gaur	Whole-time Director	A-1/7, Vasant Vihar New Delhi - 110057	00008419	Business
Mr. Ranvijay Singh	Whole-time Director	E-2/11, Vasant	00020876	Business

Name	Designation	Address	Director Identification number	Occupation
		Vihar New Delhi - 110057		
Mr. Rahul Kumar	Whole-time Director and CFO	B-67, Sarvodaya Enclave, New Delhi - 110017	00020779	Business
Mr. Shiva Dixit	Wholetime Director	A-13/1, Vasant Vihar, New Delhi- 110 057	0227844	Service

**LIC Nominee*

Other than as stated below, none of the other Directors are related to each other.

Name	Relationship
Mr. Manoj Gaur - Mr. Sunny Gaur	Brothers

Brief profiles

Mr. Manoj Gaur, aged 50 years, holds a bachelor's degree in Civil Engineering from the Birla Institute of Technology and Science, Pilani. He has 29 years of experience in the cement production, marketing, engineering, real estate and hospitality industries and in corporate matters and finance. Mr. Manoj Gaur is associated with numerous companies of the Jaypee group, including, as the chairman cum managing director of Jaypee Infratech Limited, the Chairman of Jaiprakash Power Ventures Limited, Gujarat Jaypee Cement and Infrastructure Limited, Andhra Cements Limited, Kanpur Fertilizers & Cement Limited, Jaypee Sports International Limited, Jaypee Cement Corporation Limited and Jaiprakash Agri Initiatives Company Limited and the vice chairman of Madhya Pradesh Jaypee Minerals Limited and MP Jaypee Coal Limited. He is also a director on the board of PPGCL, Jaypee Healthcare Limited, JIV, Indesign Enterprises Private Limited and Jaypee Jan Sewa Sansthan (a not-for-profit private limited company).

Mr. Sunil Kumar Sharma, aged 55 years, holds a bachelor's degree in science from the University of Meerut. He has 35 years of experience in the engineering and construction industry. As a Director, his responsibilities include supervising engineering and construction contracts entered by the Company in India and Bhutan. Mr. Sunil Kumar Sharma is associated with numerous companies of the Jaypee group, including as the chairman of Himalyan Expressway Limited, Jaypee Fertilizers & Industries Limited and Jaypee International Logistics Company Private Limited; vice chairman and chief executive officer of JPVL; vice chairman of Jaypee Infratech Limited and Jaypee Sports International Limited. He is also a director on the Boards of Himachal Karcham Power Compnay Limited, Himachal Baspa Power Company Limited, Jaypee Powergrid Limited, SPGCL, PPGCL, JAPL, Jaypee Healthcare Limited, JIV and Indesign Enterprises Private Limited**.**

Mr. Sarat Kumar Jain, aged 76 years, holds a bachelor's degree in science. He is currently the vice chairman of the Company and also serves on the boards of Jaypee Ganga Infrastructure Corporation Limited, Jaypee Healthcare Limited, JIV and Essjay Enterprises Private Limited. Mr. Jain's responsibilities as a Director include, among others, overseeing the construction and power business of the Company.

Mr. S.C. Rathi, aged 59 years, is a Chartered Accountant and working as Executive Director (Audit) with Life Insurance Corporation of India and serves on the Board as a nominee of Life Insurance Corporation of India.

Dr. B. Samal, aged 71 years, holds a masters degree (gold medalist) in Agricultural Economics and has a doctorate in Economics from Kalyani University, West Bengal. He also holds a diploma in 'Bank Management' conducted by the National Institute of Bank Management, Pune. Dr. Samal has, in the past, served as the Chairman and Managing Director of Allahabad Bank and Industrial Investment Bank of India Limited and as a member of the Securities Appellate Tribunal. He is executive chairman of Industrial Investment Trust Limited. He is also on the board of directors of Jaypee Infratech Limited, IITL Projects Limited, Mayfair Hotels and Resorts Limited, Surana Industries Limited and Reliance Capital Limited, Vipul Limited, T.K. International Limited, Future Generali India Life Insurance Company Limited, World Resorts Limited, Capital Infra Projects Private Limited and MRG Hotels Private Limited.

Mr. V. K. Chopra, aged 68 years, is a chartered accountant. He has over 40 years of experience in the financial sector. He was also a whole-time member of SEBI upto March 2008. Prior to that he had been the chairman and managing director of Corporation Bank and SIDBI and the executive director of Oriental Bank of Commerce. He is currently on the board of directors of Rolta India Limited, Religare Invesco Asset Management Company Private Limited, Responsive Industries Limited, Havells India Limited, PNB Metlife India Insurance Company Limited, Dewan Housing Finance Corporation Limited, Reliance Capital Pension Fund Limited, Future Retail Limited, India Infoline Finance Limited, Milestone Capital Advisors Limited, Pegasus Assets Reconstruction Private Limited and Bandhan Financial Services Private Limited.

Ms. Homai A. Daruwalla, aged 65 years, is a qualified Chartered Accountant. She has more than 30 years of experience in the banking sector, having previously worked in numerous capacities with the Union Bank of India, the Oriental Bank of Commerce and retired as the Chairperson and Managing Director of Central Bank of India. She has also been the region of India director on the board of The Institute of Internal Auditors, Florida. Ms. Daruwalla presently serves on the board of directors of Gammon Infrastructure Projects Limited, India Infoline Asset Management Company Limited, NTPC Limited, Meliora Asset Reconstruction Company Limited, Triveni Engineering & Industries Limited, Gorakhpur Infrastructure Company Limited and Kosi Bridge Infrastructure Company Limited.

Mr. S. C. Bhargava, aged 68 years, holds a bachelor's degree in commerce from University of Delhi. Mr. Bhargava is a fellow member of the Institute of Chartered Accountants of India. He has more than 36 years of experience in the financial sector. Having worked with the Life Insurance Corporation of India for more than 30 years, he is currently the chairman of A. K. Capital Services Limited and OTCEI Securities Limited, and also serves on the board of directors of numerous companies, including Jaiprakash Power Ventures Limited, Escorts Limited, Aditya Birla Nuvo Limited, Swaraj Engine Limited, Swaraj Automotives Limited, Cox & Kings Limited, Asahi Industries Limited, Industrial Investment Trust Limited, IIT Insurance Broking & Risk Management Private Limited, G. K. Industrial Park Private Limited and OTC Exchange of India.

Mr. B. K. Goswami, aged 79 years, holds a master's degree in English from University of Punjab. A former officer of the Indian Administrative Services, he has held numerous positions with departments of the Government of India and various state governments, including, serving as the chairman of Tea Board of India and the Chief Secretary, Government of Jammu and Kashmir. He is currently on the board of directors of numerous companies, including Jaypee Infratech Limited, Jaypee Development Corporation Limited, Jaypee Meghalaya Power Limited, Nectar Life Sciences Limited, L H Sugar Factories Limited and Simbholi Sugars Limited, B & A Limited, Global Trust Capital Finance Private Limited, New Kennilworth Hotel Private Limited, Conservation Corporation of India Private Limited and Mata Securities India Private Limited.

Mr. R. N. Bhardwaj, aged 69 years, holds a post graduate degree in Economics from the Delhi School of Economics, University of Delhi and a diploma in Industrial Relations and Personnel Management from Punjabi University. He has more than 41 years of experience in the fields of economics, finance, investments, portfolio management, human resource management and securities markets. He has been the former chairman of Life Insurance Corporation of India and served as a member of the Securities Appellate Tribunal. He is currently on the board of directors of numerous companies, including Jaypee Infratech Limited, Jaiprakash Power Ventures Limited, Reliance Infratel Limited, Microsec Financial Services Limited, Amtek Auto Limited, Dhunseri Petrochem & Tea Limited, Rupa & Company Limited, SBI Life Insurance Company Limited, Reliance Communication Limited, Milestone Capital Advisors Limited, Religare Invesco Trustee Company Private Limited, Singhi Advisors Private Limited, IL&FS Milestone Realty Advisors Private Limited, Samvridhi Advisors Private Limited, Invent Assets Securitization and Reconstruction Private Limited, Quadria Investment Management Private Limited and Landmark Capital Advisors Private Limited.

Mr. K. N. Bhandari, aged 72 years, holds a bachelor's degree in law. He has over 51 years of experience in the fields of finance and insurance management. He is currently on the board of directors of Hindalco Industries Limited, Saurashtra Cement Limited Andhra Cements Limited, NRC Limited, Kenbee Consultant Limited, Agriculture Insurance Company of India Limited, Shristi Infrastructure Development Corporation Limited, Magma HDI General Insurance Company Limited and Wellworth Finvest (India) Private Limited.

Mr. Sunny Gaur, aged 45 years, is a graduate. He is the managing director of the Company's cement division and has 24 years of experience in the cement business, finance, accounts and general administration. Mr. Gaur is associated with numerous companies in the Jaypee group, including serving as the managing director of Madhya Pradesh Jaypee Minerals Limited and as a director of Bokaro Jaypee Cement Limited, Bhilai Jaypee Cement Limited, Himalyaputra Aviation Limited, Jaypee Assam Cement Limited, Jaypee Agra Vikas Limited, PPGCL, MP Jaypee Coal Limited, MP Jaypee Coal Fields Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee Healthcare Limited, Jaypee Cement Cricket (India) Limited, Kanpur Fertilizers & Cement Limited, Jaypee Mining Venture Private Limited, JIV, Ceekay Estates Private Limited and Indesign Enterprises Private Limited.

Mr. Pankaj Gaur, aged 43 years, holds a bachelor's degree in Instrumentation Engineering having 21 years of experience. He is the joint managing director of the construction division of the Company. As a Director, Mr. Gaur's responsibilities include supervision of the Tala hydroelectric power project of the Company in Bhutan. He is associated with numerous companies in the Jaypee group, including serving as the managing director of Jaypee Arunachal Power Limited and as a director on the board of directors of Sangam Power Generation Company Limited, Jaypee Cement Corporation Limited, Jaypee Meghalaya Power Limited, Andhra Cements Limited, Jaypee Assam Cement Limited and JIV.

Mr. Ranvijay Singh, aged 47 years, holds a bachelors degree in civil engineering. He has 22 years of experience in the field of civil engineering and construction and currently serves on the board of directors of Gujarat Jaypee Cement & Infrastructure Limited and MP Jaypee Coal Fields Limited.

Mr. Rahul Kumar, aged 46 years, is a chartered accountant. He has 23 years of experience in the fields of finance, cement marketing, corporate planning and general management. He is also managing director of Bhilai Jaypee Cement Limited, the chairman of Rock Solid Cement Limited and Sarveshwari Stone Products Private Limited and on the board of directors of numerous companies, including Bokaro Jaypee Cement Limited, Jaypee Fertilizers and Industries Limited, Jaiprakash Agri Initiatives Company Limited, Jaypee Cement Corporation Limited, Jaypee Assam Cement Limited, Gujarat Jaypee Cement & Infrastructure Limited, RPJ Minerals Private Limited and Sonebhadra Minerals Private Limited.

Mr. Shiva Dixit, aged 31 years, holds a bachelor's degree in engineering. He also holds a masters' degree in business administration from IIM, Ahmedabad. He has eight years of experience in marketing and finance and currently serves on the board of directors of Bhilai Jaypee Cement Limited, RPJ Minerals Private limited, Dixit Holding Private Limited and iValue Advisors Private Limited.

Borrowing Powers of the Board

Pursuant to a resolution passed by the Board on May 14, 2011 and a resolution passed by the shareholders of the Company on July 19, 2011 and in accordance with provisions of the Companies Act, 1956 and our Articles of Association, the Board has been authorized to borrow on behalf of the Company any sum as they may deem fit provided that the total amount borrowed by the Company shall not exceed Rs. 350,000 million. The Board at its meeting held on May 27, 2014 increased the borrowing powers of the Company from Rs.350,000 million to Rs. 400,000 million subject to approval of shareholders of the Company.

Interest of the Directors

Our Whole-time Directors may be deemed to be interested to the extent of remuneration (including any commission) paid to them by the Company, as well as to the extent of reimbursement of expenses payable to them. Our non-executive Director may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or committee(s) thereof as well as to the extent of other reimbursement of expenses payable to them.

Our Directors, including independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. Our Directors, including independent Directors, may also be regarded as interested in the Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners or trustees. For details of the Equity Shares held by our Directors, please refer to the sub-section titled "*Shareholding of the Directors*".

Our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with any company in which they hold directorships or any partnership firm in which they are partners. Except as otherwise stated in this Placement Document and statutory registers maintained by the Company in this regard, we have not entered into any contract, agreements, arrangements during the preceding two years from the date of this Placement Document in which our Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements, arrangements which are proposed to be made with them.

As on the date of this Placement Document, none of our Directors have availed any loan from the Company.

Terms of Employment of the Managing Director

Mr. Manoj Gaur was appointed as the Managing Director, designated as executive chairman and chief executive officer of our Company for a period of five years with effect from April 1, 2011, by a resolution of the shareholders of the Company passed through postal ballot on July 19, 2011. In terms of the resolution of the Remuneration Committee of the Company dated January 28, 2011, he is entitled to a basic salary of Rs. 2.5 million per month, in the pay scale of Rs. 1,500,000 – Rs. 250,000 – Rs. 2,750,000 – Rs. 275,000 – Rs. 4,125,000 – Rs. 412,500 – Rs. 6,187,500, with annual increment on April 1 every year, commencing from April 1, 2012. As of April 1, 2014 his basic salary was Rs. 3,025,000 per month in the aforesaid payscale.

Further, in terms of the aforementioned resolution, Mr. Manoj Gaur is also entitled to perquisites which may include accommodation/ house rent allowance, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, leave travel concession, insurance premium, contribution to provident fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure. Perquisites, except for contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave at the end of the tenure, would be restricted to an amount equal to the annual salary. Mr. Gaur is also entitled to the use of a car and telephone at his residence and a mobile phone for the business of the Company at the expense of the Company.

The abovementioned remuneration will be paid as minimum remuneration to Mr. Gaur in the event of absence or inadequacy of profits in any year during his tenure. Further, the Executive Vice Chairman of our Company has been authorised to fix the *inter-se* ceilings/ limits of various perquisites of the Managing Director of the Company.

Terms of Employment of our Whole-time Directors

Pursuant to a resolution of the shareholders of the Company through postal ballot on July 19, 2011 and a resolution passed by the Remuneration Committee of the Company on January 28, 2011, the remuneration payable to the Whole-time Directors of the Company, with effect from April 1, 2014, is as follows.

Director	Basic salary per month with effect from April 1, 2014 (Rs.)	Pay scale* (Rs.)
Mr. Sunil Kumar Sharma**	19,50,000	10,00,000 – 1,00,000 – 15,00,000 – 150,000 - 22,50,000 – 2,25,000 – 33,75,000
Mr. Sunny Gaur***	10,80,000	4,00,000 – 40,000 – 6,00,000 – 60,000 – 9,00,000 – 90,000 – 13,50,000
Mr. Pankaj Gaur****	9,45,000	3,50 ,000 – 35,000 – 5,25,000 – 52,500 – 7,87,500 – 78,750 – 11,81,250
Mr. Ranvijay Singh	8,10,000	3,00,000 – 30,000 – 4,50,000 – 45,000 – 6,75,000 – 67,500 – 10,12,500
Mr. Rahul Kumar	7,42,500	3,00,000 – 30,000 – 4,50,000 – 45,000 – 6,75,000 – 67,500 – 10,12,500
Mr. S.D. Nailwal*****	5,85,000	3,00,000 – 30,000 – 4,50,000 – 45,000 – 6,75,000 – 67,500 – 10,12,500
Mr. Shiva Dixit******	3,00,000	3,00,000 – 30,000 – 4,50,000 – 45,000 – 6,75,000 – 67,500 – 10,12,500

** with annual increment on April 1 every year, commencing from April 1, 2012*
***Reappointed for a period of 5 years with effect from March 18, 2014 subject to the approval of the shareholders of the Company*
**** Reappointed for a period of 5 years with effect from December 31, 2014 subject to the approval of the shareholders of the Company*
***** Reappointed for a period of 5 years with effect from July 1, 2014 subject to the approval of the shareholders of the Company*
****** The Board in its meeting held on May 27, 2014 has accepted the request of Mr, S.D. Nailwal to step down from the office of Director on expiry of his term, that is, with effect from. June 30, 2014.*
******* The Board in its meeting held on May 27, 2014 has appointed Mr. Shiva Dixit as a wholetime director of the Company for a period of 5 years.*

Besides the above salary, the abovementioned Whole-time Directors are entitled to perquisites which may include accommodation/ house rent allowance, reimbursement of expenses for gas, electricity, water and furnishings, medical reimbursement, leave travel concession, insurance premium, contribution to provident fund, superannuation fund or annuity fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and leave encashment at the end of the tenure. Perquisites, except for contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave at the end of the tenure, would be restricted to an amount equal to the annual salary.

The abovementioned Whole-time Directors are also entitled to the use of a car and telephone at their residences and a mobile phone for the business of the Company at the expense of the Company.

The abovementioned remuneration will be paid as minimum remuneration to the Whole-time Directors in the event of absence or inadequacy of profits in any year during their remaining tenure. Further, the Executive Chairman of our Company has been authorised to fix the *inter-se* ceilings/ limits of various perquisites of the Whole-time Directors of the Company.

The following tables set forth the compensation paid by the Company to our Whole-time Directors in the Fiscal 2014.

Director	Salary and allowances per annum (Rs.)	Monetary value of perquisites (Rs.)	Total (Rs.)
Mr. Manoj Gaur	33,000,000	27,945,194	60,945,194
Mr. Sunil Kumar Sharma	21,600,000,	18,704,350	40,304,350
Mr. Sunny Gaur	11,880,000	9,554,739	21,434,739
Mr. Pankaj Gaur	10,395,000	9,547,703	19,942,703
Mr. Ranvijay Singh	8,910,000	8,289,175	17,199,175
Mr. S.D. Nailwal*	6,480,000	5,770,798	12,250,798
Mr. Rahul Kumar	81,00,000	6,745,382	14,845,382
Total			**186,922,341**

* *The Board in its meeting held on May 27, 2014 has accepted the request of Mr, S.D. Nailwal to step down from the office of Director on expiry of his term, that is, with effect from. June 30, 2014.*

Remuneration of our non-executive Directors

During the Fiscal 2014, the Company has not paid any remuneration to non-executive Directors except sitting fees of Rs. 20,000 (per meeting) for attending meetings of the Board and its committees. The following tables set forth details of sitting fees paid by the Company to the non-executive Directors for the Fiscal 2014.

Name	Total sitting fees paid (Rs.)
Mr. Sarat Kumar Jain	2,00,000
Mr. Viney Kumar(1)	1,20,000
Mr. A.K. Sahoo (upto May 23, 2013) (1)	40,000
Dr. B. Samal	80,000
Mr. R.N. Bhardwaj	1,40,000
Mr. B.K. Taparia (upto September 5, 2013) (2)	40,000
Mr. B.K. Goswami	4,40,000
Mr. S.C Gupta (upto February 10, 2014) (2)	60,000
Mr. S.C. Bhargava	1,20,000
Mr. V.K. Chopra	1,60,000
Mr. R.K Singh(3)	-
Mr. S.C Rathi (with effect from February 10, 2014) (1) (2)	40,000
Mr. K.N Bhandari (with effect from February 10, 2014) (2)	20,000
Ms. Homai A. Daruwalla	1,00,000
Total	**15,60,000**

(1) The sitting fee for Mr. Viney Kumar, nominee of IDBI Bank Limited and Mr. A.K. Sahoo and Mr. S.. Rathi,, nominees of Life Insurance Corporation of India, were paid directly to IDBI Bank Limited and Life Insurance Corporation of India, respectively. IDBI Bank Limited has withdrawn the nomination of Mr. Viney Kumar with effect from June 23, 2014.
(2) Mr. S.C. Rathi was appointed as a nominee director of Life Insurance Corporation of India with effect from February 10,2014 and Mr. K.N. Bhandari was appointed as a director in casual vacancy of Mr. B.K. Taparia with effect from February 10, 2014. Mr. S.C. Gupta ceased to be a director on the Board with effect from February 10, 2014.
(3) Mr. R.K. Singh resigned from the board of directors of the Company with effect from May 27, 2014. He had not attended any meeting of the Board during Fiscal 2014

Remuneration of each of the Directors of the Board in the current year and the last three financial years

As per the disclosure requirement of Form PAS-4 to be submitted under the Companies (Prospectus and Allotment of Securities) Rules, 2014 by any company undertaking a private placement under the Companies Act, 2013, the Company is required to disclose the remuneration received by each director of the Board of Directors of the Company in the current financial year and the last three financial year. The following table sets out the remuneration paid to its directors in terms of the approval of the Board of Directors for the Financial Years ending March 31, 2012, 2013 and 2014 and in the current Financial Year:-

Name of the Director	Fiscal 2012[#] (in Rs.)	Fiscal 2013*[#] (in Rs.)	Fiscal 2014[#] (in Rs.)	Fiscal 2015 (Current year) (in Rs.)
Mr. Manoj Gaur	48,624,777	43,262,542	60,945,194	13,340,339
Mr. Sunil Kumar Sharma	32,917,203	28,352,424	40,304,350	10,271,726
Mr. Sarat Kumar Jain*	300,000	340,000	200,000	60,000
Mr. A. K. Sahoo* (upto May 23, 2013)	180,000	180,000	40,000	-
Mr. Viney Kumar*	80,000	60,000	120,000	60,000
Dr. B. Samal*	60,000	40,000	80,000	40,000
Mr. V. K. Chopra*	160,000	140,000	160,000	40,000
Ms. Homai A. Daruwalla*(with effect from February 14, 2012)	20,000	80,000	100,000	20,000
Mr. S. C. Bhargava*	60,000	100,000	120,000	60,000
Mr. B. K. Goswami*	440,000	420,000	440,000	1,40,000
Mr. R. N. Bhardwaj *	180,000	140,000	140,000	40,000
Mr. S. C. Gupta*(upto February 10, 2014)	100,000	100,000	60,000	-
Mr. B. K. Taparia*(upto September 5, 2013)	2,20,000	200,000	40,000	-
Mr. Sunny Gaur	17,888,513	15,905,394	21,434,739	5,619,349
Mr. Pankaj Gaur	16,096,224	14,877,606	19,942,703	5,007,653
Mr. R. K. Singh (upto October 14, 2012)	10,237,161	7,502,479^	--	-
Mr. Ranvijay Singh	13,953,792	13,621,127	17,199,175	4,294,360
Mr. Shyam Datt Nailwal**	10,298,854	9,743,885	12,250,798	3,018,600
Mr. Rahul Kumar	12,725,497	11,862,678	14,845,382	4,654,261
Dr. J. N. Gupta*(upto February 14, 2012)	80,000	-	-	-
Mr. M. S. Srivastava * (upto May 25, 2012)	100,000	-	-	-
Mr. K. N. Bhandari * (with effect from February 10, 2014)	-	-	20,000	20,000
Mr. S. C Rathi * (with effect from February 10, 2014)	-	-	40,000	20,000
Mr. Shiva Dixit (with effect from May 27, 2014)	-	-	-	527,226

** The non-executive directors were not paid any remuneration except sitting fees as mentioned. The sitting fee for Mr. Viney Kumar, nominee of IDBI Bank Limited and Mr. A.K. Sahoo & Mr. S.C. Rathi,, nominees of LIC, were paid directly to IDBI Bank Limited and LIC, respectively. IDBI Bank Limited has withdrawn the nomination of Mr. Viney Kumar with effect from June 23, 2014.*

*** The Board in its meeting held on May 27, 2014 has accepted the request of Mr, S.D. Nailwal to step down from the office of Director on expiry of his term, that is, with effect from. June 30, 2014.*
^ Apart from the remuneration drawn by Mr. RK Singh in his capacity as a whole-time Director upto October 14, 2012 Rs.74,82,479), he was paid sitting fees of Rs.20,000 during the period from October 15, 2012 to March 31, 2013
 # The wholetime directors of the Company had foregone a portion of their salary for the period between January 1, 2012 and February 28, 2013. With effect from April 1, 2013, the wholetime directors have also foregone the increments on their respective salaries for Fiscal 2014. The increment due to the respective wholetime directors in Fiscal 2014 has been taken by them in Fiscal 2015.

Shareholding of Directors

The following table sets forth the shareholding of the Directors in the Company as on March 31, 2014.

Sr. No.	Name of Directors	Number of Equity Shares	Percentage of total number of Equity Shares (%)
1.	Mr. Manoj Gaur	175,900	0.01
2.	Mr. Sarat Kumar Jain	5,448,016	0.25
3.	Mr. Sunil Kumar Sharma	1,501	0.00
4.	Mr. Ranvijay Singh	3,043,015	0.14
5.	Mr. Pankaj Gaur	156,750	0.01
6.	Mr. Sunny Gaur	238,045	0.01
7.	Mr. S.C. Bhargava	21,000	0.00
8.	Mr. Rahul Kumar	150,750	0.01
9.	Mr. B.K. Goswami	5,000	0.00
10.	Mr. Shiva Dixit	124,632	0.01
11.	Mr. R.N. Bhardwaj	Nil	Nil
12.	Ms. Homai A Daruwalla	Nil	Nil
13.	Mr. V.K. Chopra	Nil	Nil
14.	Dr. B. Samal	Nil	Nil
15.	Mr. K N Bhandari	Nil	Nil
16.	Mr. S C Rathi	Nil	Nil

Corporate governance

The Company is in compliance with the provisions in respect of corporate governance as stipulated in the Listing Agreements, including in respect of appointment of independent directors on the Board and the constitution of the audit committee, nomination and remuneration committee, stakeholders relationship committee, risk management committee and CSR committee.

Committees of the Board

A brief description of the audit committee, nomination and remuneration committee, stakeholders' relationship and share transfer committee, finance committee, restructuring committee, risk management committee, corporate social responsibility committee and committee for statutory policies is set forth below.

Audit Committee

The Audit Committee was originally constituted by a resolution of the Board dated March 31, 2001 Subsequently, by a resolution of the Board dated July 29, 2013, the Audit Committee was reconstituted and further re-constituted on November 14, 2013. The present members of the Audit Committee are:

1.	Mr. R. N. Bhardwaj	Chairman
2.	Mr. S. C. Bhargava	Member
3.	Mr. B. K. Goswami	Member
4.	Mr. V. K. Chopra	Member
5.	Mr. Viney Kumar*	Member

** IDBI Bank Limited has withdrawn the nomination of Mr. Viney Kumar with effect from June 23, 2014 and hence Mr. Viney Kumar has ceased to be a member of the Audit Committee. The Board of Directors, at its next metting, shall accordingly reconstitute the Audit Committee.*

The scope of the Audit Committee is defined under Clause 49 of the Listing Agreements which deal with corporate governance and the provisions of the Companies Act, 2013. The terms of reference of the audit committee are as follows:

1. Regular review of accounts, accounting policies and disclosures.
2. Review the major accounting entries based on exercise of judgment by management and review of significant adjustments arising out of audit.
3. Review any qualifications in the draft audit report.
4. Establish and review the scope of the independent audit including the observations of the auditors and review of the quarterly, half yearly and annual financial statements before submission to the Board.
5. Upon completion of the audit, attend discussions with the independent auditors to ascertain any area of concern.
6. Establish the scope and frequency of the internal audit, review the findings of the internal auditors and ensure the adequacy of internal audit control systems.
7. Examine reasons for substantial defaults in payment to depositories, debenture holders, shareholders and creditors.
8. Examine matters relating to the director's responsibility statement for compliance with accounting standards and accounting policies.
9. Oversee compliance with stock exchange legal requirements concerning financial statements, to the extent applicable.
10. Examine any related party transactions i.e., transactions of the Company that are of a material nature with promoters or management, their subsidiaries, relatives etc. that may have potential conflict with the interests of the Company.
11. Appointment and remuneration of statutory and internal auditors.
12. Such other matters as may from time to time be required under any statutory, contractual or other regulatory requirement.

The scope of the Audit Committee was enlarged by the Board in its meeting held on May 27, 2014 to *inter alia* also include:

1. Recommend for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Examination of the financial statement and the auditors' report thereon;
4. Approval or any subsequent modification of transactions of the company with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters.
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
20. Such other matters as may from time to time be required under any statutory, contractual or other regulatory requirement.

Nomination and Remuneration Committee

By a resolution of the Board dated March 18, 2004, the Company constituted a Committee of Directors, which also performed the functions of the Remuneration Committee. Subsequently, by a resolution of the Board dated April 27, 2009, the Remuneration Committee was reconstituted as a separate committee of the Board. The Remuneration Committee was further re-constituted on November 14, 2013. The Board in its meeting held on May 27, 2014 renamed the Remuneration Committee as the Nomination and Remuneration Committee to carry out the functions envisaged under the Companies Act 2013 and / or any other applicable law.The present members of the Nomination and Remuneration Committee are:

1.	Dr. B. Samal	Chairman
2.	Mr. B.K. Goswami	Member
3.	Mr. S.C. Bhargava	Member
4.	Mr. Viney Kumar*	Member

** IDBI Bank Limited has withdrawn the nomination of Mr. Viney Kumar with effect from June 23, 2014 and hence Mr. Viney Kumar has ceased to be a member of the Nomination and Remuneration Committee. The Board of Directors, at its next metting, shall accordingly reconstitute the Nomination and Remuneration Committee.*

The Nomination and Remuneration Committee recommends to the Board the remuneration payable to Whole-time Directors, within the scope of the remuneration policy of the Company. The terms of reference of the Nomination and Remuneration Committee are as follows:

1. Determine the remuneration of Whole-time Directors.
2. Establish and administer employee compensation and benefit plans.
3. Determine the number of stock options to be granted under the Company's Employees Stock Option Schemes and administer any stock option plans.
4. Such other matters as may, from time to time, be required under any statutory, contractual or other regulatory requirement.

The scope of the Nomination and Remuneration Committee was enlarged by the Board in its meeting held on May 27, 2014 to *inter alia* include:

1. To identify persons who are qualified to become directors or senior management employees and recommend to the Board their appointment/ removal;
2. Evaluate every director's performance.
3. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
4. Recommend to Board a policy relating to remuneration for the Directors, key managerial personnel and other employees, to be approved by Board. Such policy shall be disclosed in the Board Report; and
5. Such other matters as may, from time to time, be required under any statutory, contractual or other regulatory requirement.

Stakeholders' Relationship Committee

By a resolution of the Board dated March 18, 2004, the Company constituted a Committee of Directors, which also performed the functions of the Shareholders/ Investors' Grievance and Share Transfer Committee. Subsequently, by a resolution of the Board dated July 14, 2007, the Shareholders/ Investors' Grievance and Share Transfer Committee was reconstituted as a separate committee of the Board. The Board in its meeting held on May 27, 2014 changed the name of the committee to the Stakeholders' Relationship Committee. The present members of the Stakeholders' Relationship Committee are:

1.	Mr. S. K. Jain	Chairman
2.	Mr. Sunil Kumar Sharma	Member
3.	Mr. Rahul Kumar	Member

The Stakeholders' Relationship Committee has been formed to address and approve matters relating to allotment, transfer and transmission of shares and debentures, issues of duplicate and/or new certificates, non-receipt of dividends and resolve the grievances of security holders of the Company. The terms of reference of the Stakeholders' Relationship Committee, *inter alia,* are as follows:

1. Supervise investor relations and redressal of investor grievance of security holders of the Company in general and relating to non-receipt of dividends, interest and non-receipt of balance sheet in particular.
2. Such other matters as may, from time to time be required under any statutory, contractual or other regulatory requirement.

Finance Committee

The Finance Committee was originally constituted by a resolution of the Board dated September 21, 2002. The present members of the Finance Committee are:

1.	Mr. B. K. Goswami	Chairman
2.	Mr. Sunil Kumar Sharma	Member
3.	Mr. Rahul Kumar	Member

The terms of reference of the Finance Committee include:

1. Matters pertaining to financial institutions and consortium of banks, exercising the borrowing powers on behalf of the Board.
2. Facilitating expeditious decisions for availing financial assistance sanctioned by financial institutions and banks.
3. Appointment of trustees in respect of issuance of non-convertible debentures.
4. Creation of securities, execution of documents and operation of bank accounts and demat accounts.

Restructuring Committee

The Restructuring Committee was originally constituted by a resolution of the Board dated October 30, 2004. Subsequently, by resolutions of the Board dated July 29, 2013, November 14, 2013 and May 27, 2014, the committee was reconstituted. The present members of the Restructuring Committee are:

1.	Mr. B. K. Goswami	Chairman
2.	Ms. Homai A. Daruwalla	Member
3.	Mr. Sunny Gaur	Member
4.	Mr. Rahul Kumar	Member

The committee was formed to look into the various options of re-structuring the Company, including mergers of entities having synergies with the business of the Company.

Risk Management Committee

The Risk Management Committee was constituted by a resolution of the Board dated May 27, 2014. The members of the Risk Management Committee are:

1.	Mr. Manoj Gaur	Chairman
2.	Mr. V. K. Chopra	Member
3.	Mr. Pankaj Gaur	Member
4.	Mr. Rahul Kumar	Member

The terms of reference of the Risk Management Committee, *inter alia*, include:

1. Carry out risk assessment from time to time especially with regard to foreign exchange variation, threat to fixed assets of the company, threat to current assets of the company, threat to investments of the company; any risks pertaining to directors or employees of the company, any risks pertaining to goodwill and image of the Company;
2. Suggest risk minimization procedures from time to time and implement the same;
3. Frame and update risk management plan and policy from time to time;
4. Implement and monitor risk management plan and policy from time to time; and
5. Keep the Board apprised of major developments in this regard.

Corporate Social Responsibility Committee ("CSR Committee")

The CSR Committee was constituted by a resolution of the Board dated May 27, 2014.The members of the CSR Committee are:

1.	Mr. B. K. Goswami	Chairman
2.	Mr. Pankaj Gaur	Member
3.	Mr. Sunny Gaur	Member
4.	Mr. Rahul Kumar	Member

The terms of reference of the CSR Committee, inter alia, include:

(a) Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
(c) Monitor the corporate social responsibility policy of the Company from time to time.

Committee for Statutory Policies

The Committee for Statutory Policies was constituted by a resolution of the Board dated May 27, 2014.The members of the Committee for Statutory Policies are:

1.	Mr. Manoj Gaur	Chairman
2.	Mr. R.N. Bhardwaj	Member
3.	Mr. S.C. Bhargava	Member
4.	Mr. Rahul Kumar	Member

The terms of reference of the Committee for Statutory Policies are to frame broad policies on the following matters for consideration of the various committees of the Board of Directors and / or the Board of Directors:

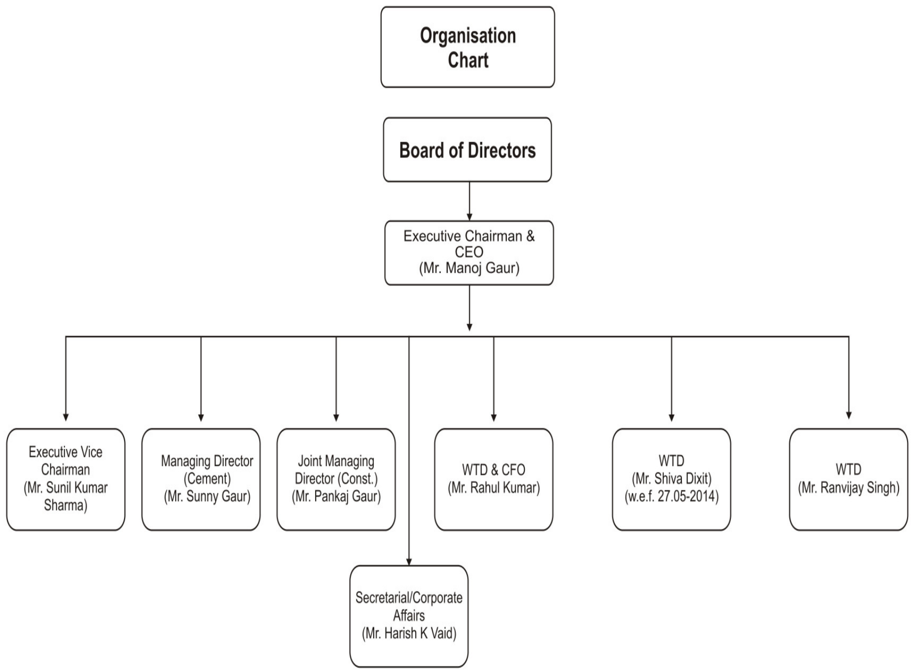
(a) Policy for corporate social responsibility;
(b) Vigil mechanism for Directors and employees (Whistle Blower Policy);
(c) Succession plan for Directors and senior management personnel;
(d) Compliance mechanism;
(e) Policy for evaluation of Board members;
(f) Policy for remuneration of Directors, key managerial personnel and other employees;
(g) Risk assessment policy;
(h) Policy for determining the material subsidiaries;
(i) Policy on materiality of related party transactions and also on dealing with related party transactions;
(j) Code of Conduct for Directors and Senior Management

Other Confirmations

None of the Directors, Promoters or key managerial personnel of our Company has any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

In relation to the Deceased Promoters, the legal heirs of each of the Deceased Promoters have not so far approached the Company for transmission of the Equity Shares held by each of the Deceased Promoters and no legal heir of each of the Deceased Promoters has claimed ownership of the Equity Shares held by each of the Deceased Promoters.

Management organizational structure



ORGANISATIONAL STRUCTURE AND MAJOR SHAREHOLDERS

Our Subsidiaries

Our Company has 24 subsidiaries which have been incorporated for the purposes of undertaking our various businesses:

Principal Business	Year of Incorporation	Shareholding as on March 31, 2014 %
Power		
Jaiprakash Power Ventures Limited	1994	60.69
Sangam Power Generation Company Limited [1]	2007	60.69
Prayagraj Power Generation Company Limited [5]	2007	66.38
Jaypee Powergrid Limited [6]	2006	44.91
Jaypee Meghalaya Power Limited [1]	2010	60.69
Jaypee Arunachal Power Limited [1]	2008	60.69
Himachal Baspa Power Company Limited [1]	2014	60.69
Himachal Karcham Power Company Limited [1]	2014	60.69
Real Estate & Infrastructure		
Jaypee Infratech Limited	2007	71.64
Jaypee Sports International Limited	2007	100.00
Infrastructure		
Himalyan Expressway Limited	2007	100.00
Jaypee Agra Vikas Limited	2009	100.00
Jaypee Ganga Infrastructure Corporation Limited	2008	100.00
Cement		
Jaypee Cement Corporation Limited	1996	100.00
Jaypee Assam Cement Limited	2011	100.00
Gujarat Jaypee Cement & Infrastructure Limited (JV with GMDC)	2007	74.00
Bokaro Jaypee Cement Limited (JV with SAIL) [7]	2008	74.00
Bhilai Jaypee Cement Limited (JV with SAIL)	2007	74.00
Fertilizer		
Jaypee Fertilizer & Industries Limited	2010	100.00
Agri		
Jaiprakash Agri Initiatives Company Limited[4]	2008	100.00
Aviation		
Himalyaputra Aviation Limited	2011	100.00
Sports		
Jaypee Cement Cricket (India) Limited[2]	2012	100.00
Jaypee Cement Hockey (India) Limited[2]	2012	100.00
Health Care		
Jaypee Healthcare Limited[3]	2012	71.64

Notes:
(1) Wholly Owned Subsidiary of Jaiprakash Power Ventures Limited
(2) Wholly Owned Subsidiary of Jaypee Sports International Limited
(3) Wholly Owned Subsidiary of Jaypee Infratech Limited
(4) Wholly Owned Subsidiary of Jaypee Cement Corporation Limited
(5) Subsidiary of Jaiprakash Power Ventures Limited, and includes shareholding held by Jaiprakash Associates Limited. As of the date of this Placement Document, JAL directly holds 14.48% of the equity shares of PPGCL and the balance 85.52% of the equity shares of PPGCL are held by Jaiprakash Power Ventures Limited.
(6) 74% held by Jaiprakash Power Ventures Limited.
(7) JAL has pursuant to a share purchase agreement agreed to sell its stake in Bokaro Jaypee Cement Limited to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"

Power

(i) Jaiprakash Power Ventures Limited ("JPVL")

Jaiprakash Power Ventures Limited was incorporated on December 21, 1994, bearing CIN L40101HP1994PLC015483, and having its registered office at JUIT Complex, Waknaghat P.O. Dumehar Bani, Kandaghat, District Solan, H.P. 173215. JPVL is a public limited company which is listed on the BSE and the NSE. JAL holds 1,783,000,600 shares of the face value of

Rs.10 each (amounting to 60.69% of the equity share capital of JPVL), while the rest is held by the other promoter of JPVL and the public. The present directors of JPVL are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Sunil Kumar Sharma;
(c) Mr. Suren Jain;
(d) Mr. B.B. Tandon;
(e) Mr. A.K Goswami;
(f) Mr. Raj Narain Bhardwaj;
(g) Mr. Subhash Chandra Bhargava;
(h) Mr. Ramesh C Vaish;
(i) Mr. Rangi Lal Gupta;
(j) Mr. Praveen Kumar Singh;
(k) Mr. Gyan Prakash Gaur;
(l) Mr. S.S Gupta;
(m) Mr. Ravindra Mohan Chadha;
(n) Mr. Dharam Paul Goyal;
(o) Mr. Subroto Gupta;
(p) Mr. Jagan Nath Gupta;
(q) Mr. Shyam Datt Nailwal; and
(r) Ms. Sunita Joshi

The main activity of JPVL is to set up power projects – Hydro electric or Thermal, and to carry on the business of general electric power supply in any or all of its branches and to construct, lay down, establish, fix and carry out all necessary power stations, cable and wires, lines, accumalators, lamps and works and to generate, accumulate, distribute and supply electricity and to light cities, towns, villages, streets, docks, markets, theatres, buildings, industry or industries and any other places, both public and private.

(ii) Sangam Power Generation Company Limited ("SPGCL")

SPGCL was incorporated on February 13, 2007, bearing CIN U40102UP2007PLC032843, and having its registered office at sector 128, Noida, Bhangel – 201304, Uttar Pradesh. Currently, SPGCL is a wholly owned subsidiary of JPVL and JPVL holds 551,976,600 shares of the face value of Rs. 10 each, while 600 shares are held by individuals, the beneficial interest of which vests with JPVL. The present directors of SPGCL are as follows:

(a) Mr. Sunil Kumar Sharma;
(b) Mr. Pankaj Gaur;
(c) Mr. Sameer Gaur;
(d) Mr. Rakesh Sharma;
(e) Mr. Suren Jain;
(f) Mr. Naveen Kumar Singh;
(g) Mr. Gajendra Pal Singh; and
(h) Mr. Siddheshwar Sen.

The main business activity of SPGCL is to plan, promote, develop, design, engineer, construct, operate and maintain electricity systems and integrated fuel systems in all aspects, including the construction, operation and maintenance of captive coal mines, and to act as consultants or technical advisors to public or private sector enterprises engaged in power generation, transmission and distribution or any other entity engaged in the research, design and engineering of all forms of power. SPGCL is currently involved in the implementation of the Karchana TPP.

(iii) Prayagraj Power Generation Company Limited ("PPGCL")

PPGCL was incorporated on February 12, 2007, bearing CIN U40101UP2007SGC032835, and having its registered office at sector 128, Noida – 201304, Uttar Pradesh. Currently, JPVL holds 1,738,189,800 equity shares of the face value of Rs. 10 each and 470,000,000 preference shares of Rs. 10 each. JAL holds 340,000,000 equity shares of Rs. 10 each in PPGCL. The present directors of PPGCL are as follows:

(a) Mr. Jai Prakash Gaur;
(b) Mr. Manoj Gaur;
(c) Mr. Sunil Kumar Sharma;
(d) Mr. Sunny Gaur;
(e) Mr. Sameer Gaur;
(f) Mr. Rakesh Sharma;
(g) Mr. Suren Jain;
(h) Mr. Hemant Kumar Sharma; and
(i) Mr. Gajendra Pal Singh.

The main business activity of PPGCL is to plan, promote, develop, design, engineer, construct, operate and maintain electricity systems and integrated fuel systems in all aspects, including the construction, operation and maintenance of captive coal mines, and to act as consultants or technical advisors to public or private sector enterprises engaged in power generation, transmission and distribution or any other entity engaged in the design, engineering and research of all forms of power. PPGCL is currently involved in the implementation of the Bara thermal power project.

(iv) Jaypee Powergrid Limited ("JPL")

JPL was incorporated on October 5, 2006, bearing CIN U40101DL2006PLC154627, and having its registered office at JA House, 63 Basant Lok, Vasant Vihar, New Delhi – 110057. Pursuant to a shareholders' agreement dated February 22, 2007 between JPVL and PGCIL, JPVL holds 221,999,400 shares of the face value of Rs. 10 each, while 600 shares are held by individuals, the beneficial interest of which vests with JPVL, amounting to 74% of the equity share capital of JPL, while the remaining 26% is owned by PGCIL. The present directors of JPL are as follows:

(a) Mr. Rabindra Nath Nayak;
(b) Mr. Sunil Kumar Sharma;
(c) Mr. Suren Jain;
(d) Mr. Gajendra Pal Singh;
(e) Mr. Vinod Sharma;
(f) Mr. Oommen Chandy;
(g) Mr. D.P.Goyal; and
(h) Mr. Subhash Chandra Singh

The main business activity of JPL is to undertake the construction, operation and maintenance of transmission system networks, and to act as an agent of the central or state government(s), public or private sector enterprises and other entities engaged in the planning, development, financing, generation, transmission and distribution of power and for the manufacturers of plant and equipment for power sector in India and abroad.

(v) Jaypee Meghalaya Power Limited ("JMPL")

JMPL was incorporated on August 26, 2010, bearing CIN U74999DL2010PLC207575, and having its registered office at JA House, 63 Basant Lok, Vasant Vihar, New Delhi – 110057. Currently, JMPL is a wholly owned subsidiary of JPVL and JPVL holds 8,359,400 shares of the face value of Rs. 10 each, while 600 shares are held by individuals, the beneficial interest of which vests with JPVL. Under two memoranda of agreement dated December 11, 2007 JPVL and the Government of Meghalaya were required to enter into a subscription agreement for the allotment of up to 26% of the equity share capital to the state government. The subscription agreement has not yet been entered into. The present directors of JMPL are as follows:

(a) Mr. Pankaj Gaur;
(b) Mr. Basant Kumar Goswami;
(c) Mr. Suren Jain;
(d) Mr. Praveen Kumar Singh; and
(e) Mr. Dharam Paul Goyal

The main business activity of JMPL is to set up power projects, including hydro, thermal, nuclear, wind, solar, gas based, combined cycle or any other power project, directly or indirectly, or to carry on the business of suppliers of electricity, or to carry on the business of manufacturers and dealers of apparatus and other equipment required for or capable of being used in connection with the generation, distribution, supply, accumulation or employment of electricity. JMPL is currently involved in the implementation of the Kyunshi-II HEP and Umngot HEP.

(vi) Jaypee Arunachal Power Limited ("JAPL")

JAPL was incorporated on April 23, 2008, bearing CIN U40105DL2008PLC177067, and having its registered office at JA House, 63 Basant Lok, Vasant Vihar, New Delhi – 110057. Currently, JAPL is a wholly owned subsidiary of JPVL and JPVL holds 199,999,400 equity shares of the face value of Rs. 10 each and 28,230,000 preference shares of Rs 10 each, while 600 equity shares are held by individuals in the capacity of nominees of JPVL. Under two memoranda of agreement dated February 22, 2006, JPVL and the Government of Arunachal Pradesh were required to enter into a subscription agreement for the allotment of 11% of the equity share capital to the state government. The subscription agreement has not yet been entered into. The present directors of JAPL are as follows:

(a) Mr. Sunil Kumar Sharma;
(b) Mr. Pankaj Gaur;
(c) Mr. Shyam Datt Nailwal;
(d) Mr. Harish Kumar Vaid;
(e) Mr. Naveen Kumar Singh; and
(f) Mr. Bhupinder Nath Sharma.

The main business activity of JAPL is to set up power projects, including hydro, thermal, nuclear, wind, solar, gas based, combined cycle or any other power project, directly or indirectly, or to carry on the business of suppliers of electricity, or to carry on the business of manufacturers and dealers of apparatus and other equipment required for or capable of being used in connection with the generation, distribution, supply, accumulation or employment of electricity. JAPL is currently involved in the implementation of the Lower Siang HEP and Hirong HEP.

(vii) Himachal Baspa Power Company Limited ("HBPCL")

HBPCL was incorporated March 14, 2014, bearing CIN U40101HP2014PLC000681 and having its Registered Office at JUIT Complex, Wakhaghat, P.O. Dumehar Bani, Kandaghat, Himachal Pradesh, India. The present Directors of HBPCL are:

(a) Mr.Sunil Kumar Sharma;
(b) Mr.Suren Jain; and
(c) Mr.Raj Kumar Narang

The main business activity of HBPCL is to set up hydroelectric and thermal power projects, to provide infrastructure for power projects, to generate , supply, accumulate and distribute electricity and to carry on the business of manufacturers and dealers of apparatus and other equipment required for or capable of being used in connection with the generation, distribution, supply, accumulation or employment of electricity

The BASPA II HEP shall be divested into Himachal Baspa Power Company Limited. Upon receipt of all necessary approvals, JPVL shall transfer the share capital of HBPCL held by it to consortium led by TAQA India Power Ventures Private Limited. For further details, please refer to "*Recent Developments*".

(viii) Himachal Karcham Power Company Limited ("HKPCL")

HKPCL was incorporated March 14, 2014 bearing CIN U40101HP2014PLC000680 and having its Registered Office at JUIT Complex, Wakhaghat, P.O. Dumehar Bani, Kandaghat, Himachal Pradesh, India. The present Directors of HKPCL are:

(a) Mr.Sunil Kumar Sharma;
(b) Mr.Suren Jain;
(c) Mr.Raj Kumar Narang; and
(d) Mr.Hemant Kumar Sharma

The main business activity of HKPCL is to set up hydroelectric and thermal power projects, to provide infrastructure for power projects and to generate , supply, accumulate and distribute electricity and to carry on the business of manufacturers and dealers of apparatus and other equipment required for or capable of being used in connection with the generation, distribution, supply, accumulation or employment of electricity

The Karcham-Wangtoo hydroelectric power plant shall be divested into Himachal Karcham Power Company Limited. Upon receipt of all necessary approvals, JPVL shall transfer the entire share capital of HKPCL held by it to TAQA India Power Ventures Private Limited and other purchasers. For further details, please refer to "*Recent Developments*".

Real Estate and Infrastructure

(i) Jaypee Infratech Limited ("Jaypee Infratech")

Jaypee Infratech was incorporated on April 5, 2007, bearing CIN L45203UP2007PLC033119, and having its registered office at Sector- 128, District Gautam Budh Nagar, Noida – 201 304, Uttar Pradesh. JIL is a public limited company which is listed on the BSE and the NSE. JAL holds 995,000,000 shares of the face value of Rs.10 each (amounting to 71.64 % of the equity share capital of Jaypee Infratech), while the rest is held by the public. The present directors of Jaypee Infratech are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Sunil Kumar Sharma;
(c) Mr. Rakesh Sharma;
(d) Mr. Sameer Gaur;
(e) Mr. B B Tandon ;
(f) Mr. Basant Kumar Goswami;
(g) Mr. Bidhubhusan Samal;
(h) Mr. Manepanda Joyappa Subbaiah;
(i) Mr. Raj Narain Bhardwaj;
(j) Mr. Ramesh C Vaish;
(k) Mr. S Balasubramanian;
(l) Mr. Sachin Gaur;
(m) Mr. Suresh Chandra Gupta;
(n) Ms. Rekha Dixit;
(o) Mr. Arun Balakrishnan;
(p) Mr. Har Prasad;
(q) Mr. Anand Bordia;
(r) Mr. K P Nair;
(s) Mr. Pramod Kumar Agrawal; and
(t) Mr. Gaurav Jain.

The main business activity of Jaypee Infratech is to currently develop 2,500 hectares (6,175 acres) of land at five locations along the Yamuna Expressway for real estate development. The land is being leased to Jaypee Infratech Limited and Jaypee Infratech Limited can develop the land according to the terms of the concession agreement between JAL and Taj Expressway Industrial Development Authority for residential, commercial, institutional, amusement and industrial purposes.

(ii) Jaypee Sports International Limited ("JPSI")

JPSI was incorporated on October 20, 2007, bearing CIN U74900UP2007PLC034078 and having its registered office at Sector-128, Noida – 201 304, Uttar Pradesh. JAL owns 567,000,000 shares (including through its nominees) of the face value of Rs.10 each and 12,500,000 preference shares of the face value of Rs. 100 each, amounting to 100% of the equity share capital of JAL. The present directors of JPSI are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Sunil Kumar Sharma;
(c) Mr. Sameer Gaur;
(d) Mr. Rekha Dixit;
(e) Mr. A K Goswami;
(f) Mr. Harish Kumar Vaid;
(g) Mr. Sunder Mulchandani;
(h) Mr. Sachin Gaur;
(i) Mr. P K Jain; and
(j) Mr. Mahendra Shankar Srivastava

The main business activity of JPSI is to develop facilities of international standard for sports and recreation activities including tracks for car racing, stadiums and related integrated support infrastructure including township and auxiliary and support facilities.

Infrastructure

(i) Himalyan Expressway Limited ("HEL")

HEL was incorporated on May 25, 2007, bearing CIN U45400HR2007PLC036891, and having its registered office at Kalka Sadan, Kalka, Shimla Road, P.O. Pinjore, Kalka, Haryana, 134102. JAL holds 118,090,000 equity shares of HEL of the face value of Rs. 10 each (including 600 equity shares held by individuals, the beneficial interest of which vests with JAL) and 25,00,000 redeemable, cumulative preference shares of Rs. 100 each, constituting 100% share capital of HEL The present directors of HEL are as follows:

(a) Mr. Sunil Kumar Sharma;
(b) Mr. Sameer Gaur;
(c) Mr. Har Prasad; and
(d) Mr. K C Batra

The main business activity of HEL is to design, engineering, financing, construction, operation, and maintenance of Zirakpur-Parwanoo Section including Pinjore-Kalka-Parwanoo Bypass of NH-22 from Km. 39.860 to Km. 67.000 in the States of Punjab, Haryana and Himachal Pradesh on Build, Operate and Transfer (BOT) basis.

(ii) Jaypee Agra Vikas Limited ("JAVL")

JAVL was incorporated on November 16th, 2009, bearing CIN U70200UP2009PLC038670 and having its registered office at Sector - 128, Noida – 201 304, Uttar Pradesh. JAL owns 273,800,000 equity shares of the face value of Rs.10 each and 10,212,000 12% non cumulative redeemable preference shares of the face value of Rs.100 each amounting to 100% of the share capital of JAVL. The present directors of JAVL are as follows:

(a) Mr. Sameer Gaur;
(b) Mr. Sunny Gaur;
(c) Mr. Sachin Gaur;
(d) Ms. Sunita Joshi; and
(e) Mr. Gaurav Jain.

The main business activity of JAVL is the development of inner ring road at Agra under integrated urban rejuvenation plan on design, build, finance, operate and transfer (DBFOT) basis and other infrastructure facilities in accordance with the terms of the concession agreement with the Agra Development Authority.

(iii) Jaypee Ganga Infrastructure Corporation Limited ("JGCIL")

JGICL was incorporated on March 18, 2008, bearing CIN U93000UP2008PLC034861 and having its registered office at Sector – 128, Noida – 201 304, Uttar Pradesh. JAL owns 271,350,000 shares (including through its nominees) of the face value of Rs. 10 each and 29,364,000 preference shares of the face value of Rs. 100 each, amounting to 100% of the equity share capital of JAL. The present directors of JGICL are as follows:

(a) Mr. Jaiprakash Gaur;
(b) Mr. Sarat Kumar Jain; and
(c) Mr. Sameer Gaur.

The main business activity of JGICL is to develop, design, engineer, procure, construction of 1,047 kilometres eight lane access controlled expressway from Greater Noida to Ghazipur-Ballia, on design, build, finance and operate model of public private partnership, largely along the left bank of river Ganga along with the service roads and associated infrastructures between Greater Noida and Ballia in the State of Uttar Pradesh.

Cement

(i) Jaypee Cement Corporation Limited ("JCCL")

JCCL was incorporated on July 15, 1996, bearing CIN U74999UP1996PLC045701 and having its registered office at Sector - 128, Noida – 201 304, Uttar Pradesh. JAL owns 627,500,000 equity shares of the face value of Rs.10 each and 220,000,000 12% non cumulative redeemable preference shares of Rs. 100 each. The present directors of JCCL are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. R Ramaraju;
(c) Mr. Sameer Gaur;
(d) Mr. Pankaj Gaur;
(e) Mr. Rahul Kumar;
(f) Mr. Naveen Kumar Singh; and
(g) Mr. Raj Sunder Kuchhal.

The main business activity of JCCL to produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in either as principals or as agents either solely or in partnership with others, all types and kinds of cement, ordinary, white, coloured, portland, pozzolana, alumina, blast furnace, silica and all other varieties of cements, lime and limestone, clinker and / or by products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of paris lime pipes, building materials and otherwise, and articles, things, compounds and preparations connected with aforesaid products and in connection therewith to take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain, factories, undertakings, quarries, mines and workshops.

(ii) Jaypee Assam Cement Limited ("JACL")

JACL was incorporated on August 30, 2011, bearing CIN U26960UP2011PLC046390 and having its registered office at Sector- 128, Noida 201 304, Uttar Pradesh. JAL owns 63,000 shares of the face value of Rs.10 each amounting to 100% of the equity share capital of JAL. The present directors of JACL are as follows:

(a) Mr. Sunny Gaur;
(b) Mr. Rahul Kumar;

(c) Mr. Pankaj Gaur;
(d) Mr. Shyam Datt Nailwal; and
(e) Mr. Harish Kumar Vaid

The main business activity of JACL is to produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell, trade and generally to deal in either as principals or as agents, contractors, technical advisors, consultants, stockists, distributors, and suppliers either solely or in partnership with others, all types and kinds of cement, including but not limited to, portland pozzolana, ordinary, white, coloured, alumina, silica, blast furnace slag and all other varieties of cements, lime and limestone, clinker and/or by products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of paris, lime, bricks, stones, potteries-earthen or china and similar goods and any substitutes thereof or building materials of any kind and all things used by builders and contractors and otherwise any articles things, compounds and preparations connected with the aforesaid products, and in connection therewith to buy, procure, take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain factories, undertakings, quarries, mines and workshops at Assam, or any other place(s).

(iii) Gujarat Jaypee Cement & Infrastructure Limited ("GJCIL")

GJCIL was incorporated on July 20, 2007, bearing CIN U26943GJ2007PLC051360 and having its registered office at Sumeru, Final Plot No. 123, Behind Andaz Party Plot Opposite-J.B. Farm, Shital Motors Lane Makarba Cross Road, S.G. Highway, Makarba Ahmedabad - 380 058. JAL hold 543,160 shares of the face value of Rs.10 each, amounting to 74.00% of the equity share capital of GJCIL, whereas the remaining 26.00% of the equity share capital of GJCIL is held by Gujarat Minerals Development Corporation Limited. The present directors of GJCIL are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Rahul Kumar;
(c) Mr. Pankaj Trishuldhari Kumar;
(d) Mr. Prabodh Vrajlal Vora;
(e) Mr. Ranvijay Singh;
(f) Mr. Vipul H Raja;
(g) Mr. Ajaykumar Laxmansinh Thakor; and
(h) Mr. Virender Singh Bajaj.

The main business activity of GJCIL is to produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell, trade and generally to deal in either as principals or as agents either solely or in a partnership with others, all types and kinds of cement, ordinary, white, coloured, portland, pozzolana, alumina, blast furnace, silica and all other varieties of cements, lime and limestone, clinker and / or by-products thereof, as also cement products of any as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of Paris lime pipes, building materials and otherwise, and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain factories, undertakings, quarries, mines, workshops and captive power plant(s).

(iv) Bokaro Jaypee Cement Limited ("BoJCL")

BoJCL was incorporated on March 13, 2008, bearing CIN U45209DL2008PLC175321 and having its registered office at JA House 63, Basant Lok Vasant Vihar New Delhi – 110 057. JAL holds 98,901,000 equity shares of the face value of Rs.10 each amounting to 74.00% of the equity share capital of BoJCL, whereas the remaining 26.00% of the equity share capital of BoJCL is held by SAIL. The present directors of BoJCL are as follows:

(a) Mr. Anutosh Maitra;
(b) Mr. Ravindra Kumar Singh;
(c) Mr. Sunny Gaur;
(d) Mr. Rahul Kumar;

(e) Mr. Ajay Sharma;
(f) Mr. G. V. Bhat;
(g) Mr. B. L. Saini;
(h) Mr. K. Swaminathan;
(i) Mr. Vipul Puri; and
(j) Mr. Sudhir Kumar Garg

The main business activity of BoJCL is to produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell, trade and generally to deal in either as principals or as agents, contractors, technical advisors, consultants, stockists, distributors, and suppliers either solely or in partnership with others, all types and kinds of cement, including but not limited to, blast furnace slag, portland pozzolana, ordinary, white, coloured, alumina, silica and all other varities of cements, lime and limestone, clinker and /or by products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of paris, lime , bricks, stones, potteries-earthen or china and similar goods and any substitutes thereof or building materials of any kind and all things used by builders and contractors and otherwise any articles things, compounds and preparations connected with the aforesaid products, and in connection therewith to buy, procure, take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain factories, undertakings, quarries, mines and workshops at Bokaro or any other place(s).

JAL has pursuant to a share purchase agreement agreed to sell its stake in Bokaro Jaypee Cement Limited to Dalmia Cement (Bharat) Limited. For further details please refer to "*Recent Developments*"

(v) Bhilai Jaypee Cement Limited ("BJCL")

BJCL was incorporated on April 11, 2007, bearing CIN U26940CT2007PLC020250 and having its registered office at Bhilai Jaypee Grinding Plant Bhilai Steel Plant Premises, Slag Road, Bhilai - 490 001, district Durg, Chattisgarh. JAL holds 280,966,752 equity shares of the face value of Rs.10 each amounting to 74.00% of the equity share capital of BJCL, whereas the remaining 26.00% of the equity share capital of BJCL is held by SAIL. The present directors of BJCL are as follows:

(a) Mr. Y K Degan;
(b) Mr. Rahul Kumar;
(c) Mr. Sunny Gaur;
(d) Mr. R. B. Singh;
(e) Mr. Vijai Kumar Jain;
(f) Mr. Shiva Dixit;
(g) Mr. Damodar Prasad Bajaj,
(h) Mr. Sain Ditta Mal Nagpal; and
(i) Mr. Ravinder Mohan

The main business activity of BJCL is to produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell, trade and generally to deal in either as principals or as agents, contractors, technical advisors, consultants, stockists, distributors, and suppliers either solely or in partnership with others, all types and kinds of cement, including but not limited to, blast furnace slag, portland pozzolana, ordinary, white, coloured, alumina, silica and all other varities of cements, lime and limestone, clinker and /or by products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of paris, lime , bricks, stones, potteries-earthen or china and similar goods and any substitutes thereof or building materials of any kind and all things used by builders and contractors and otherwise any articles things, compounds and preparations connected with the aforesaid products, and in connection therewith to buy, procure, take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain factories, undertakings, quarries, mines and workshops at Bhilai, Satna or any other place(s).

Fertilizer

(i) Jaypee Fertilizer & Industries Limited ("JFIL")

JFIL was incorporated on June 3, 2010, bearing CIN U24233UP2010PLC040882 and having its registered office at Sector - 128, Noida – 201 304, Uttar Pradesh. JAL owns 279,945,000 shares of the face value of Rs.10 each, amounting to 100% of the equity share capital of JAL. The present directors of JFIL are as follows:

(a) Mr. Sunil Kumar Sharma;
(b) Mr. Sameer Gaur;
(c) Mr. Gyan Prakash Gaur;
(d) Mr. Shyam Datt Nailwal;
(e) Mr. Rahul Kumar; and
(f) Mr. Sunil Joshi

The main business activity of JFIL is to carry on the business, directly or by making investment in other companies having similar objects, including that of manufacturers, fabricators, processors, producers, growers, importers, exporters, buyers, sellers, distributors, dealers, agents, merchants and concessionaries, refiners and preparers of all classes and kinds of fertilizers and urea and all classes and kinds of chemicals including petrochemicals and plastics and industrial and other preparations rising from or required in the manufacture of any kind of fertilizers and chemicals and to carry on any operation or processes of mixing granulating different chemicals or fertilizers.

Agri

(i) Jaiprakash Agri Initiatives Company Limited ("JAICO")

JAICO was incorporated on April 17, 2008, bearing CIN U01122DL2008PLC176916 and having its registered office at JA House 63, Basant Lok, Vasant Vihar, New Delhi, 110 057. JCCL (which is subsidiary of JAL) owns 55,100,000 shares of the face value of Rs.10 each and 10,000,000 12% non-cumulative redeemable preference shares of the face value of Rs. 100 each, amounting to 100% of the share capital of JAICO. The present directors of JAICO are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Sunny Gaur;
(c) Mr. Suren Jain;
(d) Mr. Sameer Gaur;
(e) Mr. Rahul Kumar;
(f) Mr. Ravindra Kumar Singh;
(g) Mr. Ravindra Kumar Mathur
(h) Mr. Chandrakant Saubhagyamal Jain; and
(i) Mr. Shambhu Nath Singh

The main business activity of JAICO is to search for, purchase, take on lease or license, obtain concessions over or otherwise acquire, any estate or interest in, develop the resources of, work dispose of or otherwise turn to account, land or sea or any other place in the whole of India or in any part of the world containing, or thought likely to contain hydrocarbon resources or other oils in any from , asphalt, bitumen, coal bed methane, gashydrates, condensates or similar substances, or natural gas is, or could be, used and to that end to organize, equip and employ expeditions, commissions, experts and other agents and to drill wells, to make borings and otherwise to search for, obtain, exploit, render suitable for trade, petroleum, other mineral oils, natural gas, asphalt or other similar substances or products thereof.

Aviation

(i) Himalyaputra Aviation Limited ("HAL")

HAL was incorporated on July 23, 2011, bearing CIN U62200DL2011PLC222727 and having its registered office at JA Annexe, 54 Basant Lok, Vasant Vihar, New Delhi – 110 057. JAL owns 10,000,000 equity shares of the face value of Rs.10 each, amounting to 100% of the equity share capital of HAL and 1,500,000 12% non cumulative redeemable preference shares of the face value of Rs. 100 each amounting to the entire preference shares capital of HAL. The present directors of HAL are as follows:

(a) Mr. Gyan Prakash Gaur;
(b) Mr. Sunny Gaur;
(c) Mr. Sameer Gaur; and
(d) Mr. Shyam Datt Nailwal

The main business activity of HAL is to procure, own, maintain, manage, run, charter, operate, take and give on lease/rent all types of air crafts, air buses, aeroplanes, seaplanes, flying boats, hover crafts, helicopters, and other crafts used in air transport for the carriage of passengers, goods, mails and other items on all routes and lines on national and international level and to do all incidental acts and things necessary for the attainment of the above objects.

Sports

(i) Jaypee Cement Cricket (India) Limited ("JCCIL")

JCCIL was incorporated on October 20, 2012, bearing CIN U92412UP2012PLC053203 and having its registered office at Sector- 128, Noida – 201 304, Uttar Pradesh. JPSI (which is a subsidiary of JAL) owns 50,000 shares of the face value of Rs.10 each, amounting to 100% of the equity share capital of JCCIL. The present directors of JCCIL are as follows:

(a) Mr. Sunny Gaur;
(b) Mr. Sameer Gaur; and
(c) Mr. Suren Jain

The main business activity of JCCIL is to carry on in India and/ or elsewhere the business of owning, running, arranging or managing, by organizing, reorganizing, amalgamating, acquiring, transferring or merging in one way or the other, one or more cricket teams for the purpose of managing activities relating to cricket, including playing cricket, in any format whatsoever, at domestic/national or international level, whether by way of a franchise or otherwise including by way of a franchise under the Indian Premier League (of the Board for Cricket Control in India), any state cricket boards or state cricket boards or state cricket associations, etc.

(ii) Jaypee Cement Hockey (India) Limited ("JCHIL")

JCHIL was incorporated on November 5, 2012, bearing CIN U92412UP2012PLC053464 and having its registered office at Sector- 128, Noida – 201 304, Uttar Pradesh. JPSI (which is a subsidiary of JAL) owns 1,000,000 shares of the face value of Rs.10 each, amounting to 100% of the equity share capital of JCHIL. The present directors of JCHIL are as follows:

(a) Mr. Sachin Gaur;
(b) Mr. Sameer Gaur; and
(c) Mr. Suren Jain

The main business activity of JCHIL is to carry on in India and/ or elsewhere the business of owning, running, arranging or managing, by organizing, reorganizing, amalgamating, acquiring, transferring or merging in one way or the other, one or more hockey teams for the purpose of managing activities relating to hockey, including playing hockey, in any format whatsoever, at domestic/national or international level, whether by way of a franchise or otherwise etc.

Healthcare

(i) Jaypee Healthcare Limited ("JHL")

JHL was incorporated on October 30 2012, bearing CIN U85191UP2012PLC053358 and having its registered office at Sector - 128, Noida, U.P., 201304. Jaypee Infratech (which is a subsidiary of JAL) owns 250,000,000 shares of the face value of Rs.10 each, amounting to 100% of the equity share capital of JHL. The present directors of JHL are as follows:

(a) Mr. Manoj Gaur;
(b) Mr. Sunil Kumar Sharma;
(c) Mr. Sunny Gaur;
(d) Mr. Rekha Dixit;
(e) Mr. Gyan Prakash Gaur;
(f) Mr. Sarat Kumar Jain; and
(g) Mr. Sachin Gaur

The main business activity of JHL is to own, manage and operate hospitals, nursing homes and other healthcare centres in India or abroad.

Major Shareholders

The shareholding pattern of the Company as on June 20, 2014 is as follows:

Category of Shareholder	Number of Shareholders	Total Number of Equity Shares	Number of Shares held in Dematerialised Form	Total shareholding as a percentage of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a % of (A+B+C)
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	78	69,653,342	69,653,342	3.14	3.14	5,785,000	8.31
Central Government/State Government(s)	-	-	-	-	-	-	-
Bodies Corporate	9	741,156,270	741,156,270	33.40	33.40	5,287,500	0.71
Financial Institutions/ Banks							
Any other (specify) – Trusts – wherein Company is the beneficiary*	4	189,316,882	189,316,882	8.53	8.53	*	-
Sub Total (A) (1)	**91**	**1,000,126,494**	**1,000,126,494**	**45.07**	**45.07**	**11,072,500**	**1.11**
(2) Foreign							
Individuals (Non-Resident Individuals/ Foreign Individuals)	1	31,760	31,760	0.00	0.00	0.00	-
Bodies Corporate	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-
Any other (specify)	-	-	-	-	-	-	-
Sub-Total (A)(2)	**1**	**31,760**	**31,760**	**0.00**	**0.00**	**0.00**	**-**
Total shareholding of Promoter and Promoter Group (A) = A(1) + A(2)	**92**	**1,000,158,254**	**1,000,158,254**	**45.07**	**45.07**	**11,072,500**	**1.11**
(B)PublicShareholding							
(1) Institutions							
Mutual Funds / UTI	76	56,501,309	56,387,205	2.55	2.55	N.A.	N.A.
Financial Institutions / Banks	79	6,613,575	6,319,760	0.30	0.30	N.A.	N.A.
Central Government/ State Government(s)	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-
Insurance Companies	35	112,265,735	112,265,735	5.06	5.06	-	-
Foreign Institutional	340	699,141,439	698,740,904	31.51	31.51	N.A.	N.A.

Category of Shareholder	Number of Shareholders	Total Number of Equity Shares	Number of Shares held in Dematerialised Form	Total shareholding as a percentage of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a % of (A+B+C)
Investors							
Foreign Venture Capital Investors	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-
Any Other (specify)							
Sub Total (B)(1)	**530**	**874,522,058**	**873,713,604**	**39.41**	**39.41**	**N.A.**	**N.A.**
(2) Non-Institutions							
Bodies Corporate	3,765	66,866,105	65,451,282	3.01	3.01	N.A.	N.A.
Individuals							
Individual shareholders holding nominal share capital up to Rs. 0.1 million	543,340	227,990,707	202,520,220	10.27	10.27	N.A.	N.A.
Individual shareholders holding nominal share capital in excess of Rs. 0.1 million	173	19,190,056	18,733,119	0.86	0.86	N.A.	N.A.
Qualified Foreign Investor	-	-	-	-	-	N.A.	N.A.
Any Others (Specify)							
Non Resident Indians	5,532	9,540,009	7,732,997	0.43	0.43	N.A.	N.A.
Trusts	25	9,292,411	9,292,411	0.42	0.42	N.A.	N.A.
Overseas Corporate Bodies	5	178,250	2,000	0.01	0.01	N.A.	N.A.
Foreign corporate bodies	5	3,432,447	3,432,447	0.15	0.15	N.A.	N.A.
Clearing members and in transit	393	7,913,262	7,892,733	0.36	0.36	N.A.	N.A.
Sub Total (B) (2)	**553,238**	**344,403,247**	**315,057,209**	**15.52**	**15.52**	**N.A.**	**N.A.**
Total B = B(1) + B(2)	**553,768**	**1,218,925,305**	**1,188,770,813**	**54.93**	**54.93**	**N.A.**	**N.A.**
Total (A)+(B)	**553,860**	**2,219,083,559**	**2,188,929,067**	**100.00**	**100.00**	**11,072,500**	**0.50**
(C) Shares held by Custodians and against which Depository Receipts have been issued							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-
Sub Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total (A)+(B)+(C)	**553,860**	**2,219,083,559**	**2,188,929,067**	**100.00**	**100.00**	**11,072,500**	**0.50**

Notes:
** the entire share holding of 189,316,882 Equity Shares held by four trusts, of which the Company is the sole beneficiary, is also pledged for securing loan obtained by the Company.*

List of shareholders belonging to the category "Public" and holding more than one per cent of the total paid up share capital of the Company as of June 20, 2014:

Name	Number of Equity Shares	Percentage of total Equity Shares (%)	Total Shares (including underlying shares, assuming full conversion of warrants and convertible securities) as a % of diluted Equity Share capital
Life Insurance Corporation Of India & Mutual Funds	108,934,905	4.91	4.74
HSBC Global Investment Funds A/C HSBC Global Investment Funds Mauritius Ltd.	65,067,372	2.93	2.83
Platinum Investment Management Limited A/c Platinum International Fund	56,712,675	2.56	2.47
Platinum Investment Management Limited A/c Platinum Asia Fund	36,240,201	1.63	1.58
Total	**266,955,153**	**12.03**	**11.61**

List of shareholders belonging to the category "Public" and holding more than five per cent of the total paid up share capital of the Company as of June 20, 2014:

Name	Number of Equity Shares	Percentage of total Equity Shares (%)	Total Shares (including underlying shares, assuming full conversion of warrants and convertible securities) as a % of diluted Equity Share capital
Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil

List of shareholding of persons belonging to the category of the Promoters and promoter group of the Company as on June 20, 2014:

	Name	Number of Equity Shares	Percentage of total Equity Shares (%)
Individuals/ Hindu Undivided Family			
1.	Ms. Adarsh Bala Jain	2,000	0.00
2.	Ms. Adarsh Bala Jain	605,550	0.03
3.	Ms. Anjali Jain	1,513,150	0.07
4.	Ms. Anuja Jain	3,925,150	0.18
5.	Ms. Archana Sharma	151,237	0.01
6.	Mr. Arjun Singh	1,624,775	0.07
7.	Mr. B. K. Jain	6,050	0.00
8.	Ms. Bhavna Kumar	154,000	0.01
9.	Mr. Bijay Kumar Jain	2,512,500	0.11
10.	Ms. Chandra Kala Gaur	111,287	0.01
11.	Mr. Datta Ram Gopal Kadkade	4,231,747	0.19
12.	Mr. Gyan Prakash Gaur	36,046	0.00
13.	Mr. Gyan Prakash Gaur	5,587	0.00
14.	Mr. I N Dubey*	675,375	0.03
15.	Mr. Jaiprakash Gaur	38,924	0.00
16.	Ms. Jaya Singh	1,624,775	0.07
17.	Ms. Jyoti Kamat Kadkade	6,562	0.00
18.	Mr. K P Sharma*	435,375	0.02
19.	Ms. Kumud Jain	5,322,894	0.24
20.	Ms. Manju Sharma	9,750	0.00
21.	Mr. Manoj Gaur	175,900	0.01
22.	Mr. Mayank Sharma	31,150	0.00

	Name	Number of Equity Shares	Percentage of total Equity Shares (%)
23.	Mr. Nanak Chand Sharma	126,127	0.01
24.	Ms. Nandita Gaur	69,461	0.00
25.	Mr. Naveen Kumar Singh	3,088,435	0.14
26.	Ms. Nirmala Sharma	5,620	0.00
27.	Ms. Nirupma Saklani	2,502,500	0.11
28.	Mr. P K Jain	4,083,795	0.18
29.	Mr. P K Jain	52,287	0.00
30.	Mr. Pankaj Gaur	156,750	0.01
31.	Mr. Prabodh V Vora	2,760,875	0.12
32.	Mr. Pravin Kumar Singh	3,185,470	0.14
33.	Mr. Puneet Kumar Jain	450,000	0.02
34.	Mr. Puneet Kumar Jain Karta Puneet Kumar Jain(HUF)	5,092	0.00
35.	Mr. Rahul Kumar	150,750	0.01
36.	Mr. Raj Kumar Singh	5,043,241	0.23
37.	Mr. Rajender Singh*	300	0.00
38.	Mr. Rakesh Sharma	1,312	0.00
39.	Mr. Rakesh Sharma	250	0.00
40.	Mr. Ran Vijay Singh	3,043,015	0.14
41.	Ms. Rashi Dixit	67,275	0.00
42.	Ms. Rekha Dixit	59,461	0.00
43.	Mr. Rishabh Jain	25,000	0.00
44.	Ms. Rita Dixit	155,711	0.01
45.	Mr. Sameer Gaur	2,000	0.00
46.	Ms. Sanjana Jain	12,970	0.00
47.	Mr. Sarat Kumar Jain	2,448,016	0.11
48.	Mr. Sarat Kumar Jain	3,000,000	0.14
49.	Mr. Satyendra Prakash Joshi	569,251	0.03
50.	Ms. Shail Jain	143,440	0.01
51.	Ms. Shashi Kumar	315,000	0.01
52.	Mr. Shiva Dixit	124,632	0.01
53.	Mr. Shravan Jain	5,400	0.00
54.	Mr. Shravan Jain	24,000	0.00
55.	Ms. Shyam Kumari Singh	33,840	0.00
56.	Ms. Sonia Gupta	107,437	0.00
57.	Ms. Sucharita Jain	125	0.00
58.	Mr. Sunil Dattaram Kadkade	194,250	0.01
59.	Mr. Sunil Joshi	2,139,000	0.10
60.	Mr. Sunil Kumar Sharma	1	0.00
61.	Mr. Sunil Kumar Sharma	1,500	0.00
62.	Ms. Sunita Joshi	16,500	0.00
63.	Ms. Sunita Joshi	2,512,500	0.11
64.	Mr. Sunny Gaur	238,045	0.01
65.	Mr. Suren Jain	2,328,215	0.10
66.	Mr. Suresh Kumar	33,000	0.00
67.	Ms. Urvashi Gaur	77,506	0.00
68.	Ms. Urvashi Gaur	93,000	0.00
69.	Ms. Varsha Singh	1,624,775	0.07
70.	Mr. Vijay Gaur	20,625	0.00
71.	Mr. Vijay Gaur	865,912	0.04
72.	Ms. Vinita Gaur	69,461	0.00
73.	Mr. Vinod Sharma	156,662	0.01
74.	Mr. Vinod Sharma	10,500	0.00
75.	Mr. Viren Jain	2,021,581	0.09
76.	Ms. Vishali Jain	31,687	0.00
77.	Ms. Vishali Jain	700,000	0.03
78.	Ms. Vishali Jain	1,500,000	0.07
Sub-total		**69,653,342**	**3.14**
Bodies Corporate			
79.	ESSJAY Enterprises Pvt Ltd	801,832	0.04

	Name	Number of Equity Shares	Percentage of total Equity Shares (%)
80.	ESSJAY Enterprises Pvt Ltd	4,500,000	0.20
81.	Akasva Associates Pvt. Ltd.	2,397,927	0.11
82.	Jai Prakash Exports Pvt Ltd	3,431,127	0.15
83.	Jaypee Infra Ventures (A Private Company with Unlimited Liability)**	726,150,727	32.72
84.	Luckystrike Financiers Private Limited	3,703,500	0.17
85.	Pac Pharma Drugs And Chemical Pvt Ltd	27,675	0.00
86.	Peartree Enterprises Pvt Ltd	795	0.00
87.	SRMB Dairy Farmings Pvt Ltd	142,687	0.01
Sub-total		**741,156,270**	**33.40**
On behalf of trusts - wherein Company is the beneficiary			
88.	Sunil Kumar Sharma Trustee JHL Trust	45,074,914	2.03
89.	Rekha Dixit Trustee JCL Trust	49,657,605	2.24
90.	Sunny Gaur Trustee GACL Trust	26,735,736	1.20
91.	Sameer Gaur Trustee JEL Trust	67,848,627	3.06
	Sub-total	**189,316,882**	**8.53**
Non-resident individual / foreign individual			
92.	Ms. Chittaranjan Jain	**31,760**	**0.00**
	Total	**1,000,158,254**	**45.07**

*****In relation to the Deceased Promoters, the legal heirs of each of the Deceased Promoters have not so far approached the Company for transmission of the Equity Shares held by each of the Deceased Promoters and no legal heir of each of the Deceased Promoters has claimed ownership of the Equity Shares held by each of the Deceased Promoters.*

*** JIV, one of the Promoters of our Company, has sold 2,500,000 Equity Shares on July 2, 2014 by way of a market sale.*

As on June 20, 2014 there are no partly paid-up shares or warrants in the Company.

Details of outstanding convertible securities as on March 31, 2014 as well as on June 20, 2014:

Name	Number of outstanding securities	As a % of total number of outstanding convertible securities	As a % of total number of Equity Shares assuming full conversion of the convertible securities
Held by Promoter/Promoter group	0	0	0
Held by public*	110,400	100%	3.45%
Total	**110,400**	**100%**	**3.45%**

* *The Company has presently one series of outstanding FCCBs i.e. FCCB-IV which was issued on September 7, 2012.*

There are no Equity Shares that are subject to lock-in as on June 20, 2014.

ISSUE PROCEDURE

Below is a summary intended to present a general outline of the procedure relating to the bidding, application payment, Allocation and Allotment for the Issue. The procedure followed in the Issue may differ from the one mentioned below and the investors are assumed to have apprised themselves of the same from the Company or the Global Coordinators and Book Running Lead Managers. The prospective investors are also advised to inform themselves of any restrictions or limitations that may be applicable to them; see the section titled "Transfer Restrictions and Purchaser Representations".

The Issue is being made to QIBs in reliance upon Chapter VIII of the SEBI Regulations and section 42 of the Companies Act, 2013. The Issue is a "private placement" within the meaning of Section 42 of the Companies Act, 2013 since the invitation or offer is to be made only to QIBs. The Issue has been approved by our members through postal ballot on March 26, 2014 and has been approved by the Board on November 14, 2013.

The Company has received the in principle approvals both dated July 2, 2014 from the NSE and the BSE under Clause 24(a) of the Listing Agreements. The Company has also filed a copy of the Preliminary Placement Document with the Stock Exchanges.

After the Allotment, the Company shall make applications to the Stock Exchanges for the listing approvals. Subsequently, after the credit of Equity Shares to the beneficiary accounts with the Depository Participant, the Company shall make applications to the Stock Exchanges for the final listing and trading approvals.

Further, as required under the Companies Act, 2013, in the past, our Company has completed allotments with respect to any offer or invitation made by our Company and has not withdrawn or abandoned any invitation or offer made by our Company.

Our Company shall also make the requisite filings with the RoC and SEBI within the stipulated period as required under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Issue is a "private placement" within the meaning of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 since the invitation or offer is to be made only to QIBs.

Issue Procedure

1. The Company and the Global Coordinators and Book Running Lead Managers shall identify the QIBs and circulate serially numbered copies of the Preliminary Placement Document and the Application Form, either in electronic form or physical form, to the QIBs. In terms of Section 42(7) of the Companies Act, 2013, our Company shall maintain complete records of the QIBs to whom the Preliminary Placement Document and the serially numbered Application Form have been dispatched. Our Company will make the requisite filings with RoC and SEBI within the stipulated time period as required under the Companies Act, 2013.

2. The list of QIBs to whom the Application Form is delivered shall be determined by the Global Coordinators and Book Running Lead Managers in consultation with the Company. **Unless a serially numbered Preliminary Placement Document along with the Application Form is addressed to a particular QIB, no invitation shall be deemed to have been made to any other QIB to make an offer to subscribe to Equity Shares pursuant to the Issue**. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person.

3. QIBs may submit their Bids through the Application Form, including any revisions thereof, during the Bidding Period to the Global Coordinators and Book Running Lead Managers.

4. QIBs shall submit Bids for, and our Company shall issue and Allot to each Allottee at least such number of Equity Shares in the Issue which would aggregate to Rs. 20,000 calculated at the face value of the Equity Shares.

5. QIBs will be required to indicate the following in the Application Form:

   a. Full official name of the QIB to whom Equity Shares are to be Allotted;

   b. Number of Equity Shares Bid for;

   c. Price at which they are agreeable to subscribe for the Equity Shares;

   d. The details of the beneficiary account with the Depository Participant to which the Equity Shares should be credited; and

   e. A representation that it is outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and it has agreed to certain other representations set forth in the Application Form.

   Note: Each sub-account of an FII will be considered as an individual QIB and separate Application Forms would be required from each such sub-account for submitting Application Form(s). FIIs or sub accounts of FIIs, are required to indicate the SEBI registration number in the Application Form. It may be noted that a sub-account which is a foreign corporate or a foreign individual is not a "QIB" in terms of SEBI Regulations. Applications by various schemes or funds of a mutual fund will be treated as one application from the Mutual Fund.

6. Once a duly filled Application Form is submitted by a QIB, such Application Form constitutes an offer which cannot be withdrawn after the Bid Closing Date. The Bid Closing Date shall be notified to the Stock Exchanges and upon such notification the QIBs shall be deemed to have been given notice of such date.

7. Upon the receipt of the duly completed Application Forms, the Company shall in consultation with the Global Coordinators and Book Running Lead Managers determine (i) the Issue Price, (ii) the number of Equity Shares to be Allocated; and (iii) the QIBs to whom the same shall be Allocated. Upon such determination, the Global Coordinators and Book Running Lead Managers will send CANs to the QIBs who have been Allocated the Equity Shares, together with a serially numbered Placement Document either in electronic form or through physical delivery. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the QIBs to subscribe to the Equity Shares Allocated to such QIB and to pay the application money (being the multiple of the Issue Price and Equity Shares Allocated to such QIB). The CAN shall contain details such as the number of Equity Shares Allocated to the QIB and payment instructions including the details of the amounts payable by the QIB for Allotment of the Equity Shares in its name and the Pay-In Date as applicable to the respective QIB.

8. Pursuant to receiving a CAN, each QIB shall be required to pay the application money for the Equity Shares indicated in the CAN at the Issue Price, through electronic transfer to the Escrow Account(s) by the Pay-In Date. Pending Allotment, all monies received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013.;

9. Upon receipt of the application monies from the QIBs, the Company shall Allot the Equity Shares as per the details provided in the CANs to such QIBs. The Company shall intimate the Stock Exchanges the details of the Allotment.

10. After the Board passes the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary accounts of the QIBs, the Company shall apply to the Stock Exchanges for listing approvals. After receipt of the listing approvals from the Stock Exchanges, the Company shall credit the Equity Shares into the beneficiary accounts of the respective QIBs. The Company shall then apply for the final listing and trading approvals from the Stock Exchanges.

11. The Equity Shares that have been credited to the beneficiary accounts of the QIBs shall be

eligible for trading on the Stock Exchanges only upon the receipt of final listing and trading approvals from the Stock Exchanges.

12. The final listing and trading approvals granted by the Stock Exchanges are also ordinarily available on the websites of the Stock Exchanges, and the Company may communicate the receipt of the final listing and trading approvals to the QIBs who have been Allotted Equity Shares. The Company and the Global Coordinators and Book Running Lead Managers shall not be responsible for any delay or non receipt of the communication of the final listing and trading approvals from the Stock Exchanges or any loss arising from such delay or non-receipt. QIBs are advised to apprise themselves of the status of the receipt of such approvals from the Stock Exchanges or the Company.

Qualified Institutional Buyers

Only QIBs, as defined in Regulation 2(1)(zd) of the SEBI Regulations, and not otherwise excluded under Regulation 86(1)(b) of the SEBI Regulations, are eligible to invest in the Equity Shares pursuant to the Issue. Currently, Regulation 2(1)(zd) defines QIBs to mean:

- a mutual fund, a VCF, an AIF and an FVCI;
- Eligible FPIs;
- a public financial institution as defined in section 4A of the Companies Act, 1956 (section 2(72) of the Companies Act, 2013);
- a scheduled commercial bank;
- a multilateral and bilateral development financial institution;
- a state industrial development corporation;
- an insurance company registered with Insurance Regulatory and Development Authority;
- a provident fund with minimum corpus of Rs. 250 million;
- a pension fund with minimum corpus of Rs. 250 million;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
- insurance funds set up and managed by army, navy or air force of the Union of India; and
- insurance funds set up and managed by the Department of Posts, India.

The Issue is being made to non resident QIBs in terms of Schedule 1 of the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000.

FIIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FIIs does not exceed specified limits as prescribed under applicable laws in this regard.

The issue of Equity Shares to a single FII should not exceed 10% of the post Issue paid up capital of the Company. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of the total paid up capital of the Company or 5% of the total paid up capital of the Company in case such sub-account is a foreign corporate or an individual. Under the extant foreign direct investment policy, the total shareholding of all FIIs, is subject to a cap of 24%, of the total paid up capital, which can be increased up to the sectoral cap/statutory limit under FDI policy as notified by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India from time to time, with the passing of a resolution by its board of directors and a special resolution by the shareholders in a general meeting. The Company has, pursuant to the shareholders resolution declared on April 10, 2007 increased the FII limit to 45% of our paid-up Equity Share capital.

FIIs (other than a sub-account which is a foreign corporate or a foreign individual) and Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule 2 and Schedule 2A of the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 respectively, in this Issue. FIIs and Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of such FPIs do not exceed specified limits as prescribed under applicable laws in this regard.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the shareholders of our Company. With the approval of our Equity shareholders by way of a special resolution dated April 10, 2007, the FII investment limit has been raised up to 45% of the issued and paid-up capital of the Company.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

An FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account (other than a sub-account which is a foreign corporate or a foreign individual) may participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. If the registration of an FII or sub-account has expired or is about to expire, such FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue. An FII or sub-account shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

The FPI regime has recently come into effect from June 1, 2014. FPI's investing in this Issue should ensure that they are eligible under the applicable law or regulation to apply in this Issue.

Allotments made to FVCIs, VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements.

No Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being a Promoter or any person related to the Promoter(s). QIBs which have all or any of the following rights shall be deemed to be persons related to Promoter(s):

a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or persons related to the Promoters;
b) veto rights; or
c) right to appoint any nominee director on the Board.

Provided that a QIB which does not hold any shares in the Company and has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

The Company, the Global Coordinators and Book Running Lead Managers and any of their respective shareholders, directors, partners, officers, employees, counsel, advisors,

representatives, agents or affiliates are not liable for any amendments or modifications or changes to applicable laws or regulations, which may occur after the date of this Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws or regulations or as specified in this Preliminary Placement Document. Further, QIBs are required to satisfy themselves that any requisite compliance pursuant to this Allotment such as public disclosures under applicable laws is complied with. QIBs are advised to consult their advisers in this regard. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering an open offer under the Takeover Code. The QIB shall be solely responsible for compliance with the provisions of the Takeover Code, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and other applicable laws, rules, regulations, guidelines, notifications and circulars.

A minimum of 10% of the Equity Shares offered in this Issue shall be available for Allocation to Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allocated to other QIBs.

Note: Affiliates or associates of the Global Coordinators and Book Running Lead Managers who are QIBs may participate in the Issue in compliance with applicable laws.

Application Process

Application Form

QIBs shall only use the serially numbered Application Forms supplied by the Global Coordinators and Book Running Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of Bid) in terms of this Preliminary Placement Document and the Placement Document.

By making a Bid (including the revision thereof) for Equity Shares through the Application Form, the QIB will be deemed to have made the following representations and warranties and the representations, warranties, acknowledgements and undertakings made under the sections titled “Notice to Investors”, “Representations by Investors” and “Transfer Restrictions and Purchaser Representations” including:

1. the QIB confirms that it is a QIB in terms of Regulation 2(1)(zd)of the SEBI Regulations and is eligible to participate in this Issue;

2. The QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly, and its Application Form does not, directly or indirectly, represent the Promoter or Promoter Group of the Company or a person related to the Promoters;

3. The QIB confirms that it has no rights under a shareholders’ agreement or voting agreement with the Promoters or persons related to the Promoters, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares, which shall not be deemed to be a person related to the Promoters;

4. the QIB has no right to withdraw its Bid after the Bid Closing Date;

5. the QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

6. the QIB confirms that it is eligible to Bid and hold Equity Shares so Allotted and together with any Equity Shares held by the QIB prior to the Issue. The QIB further confirms that its holding, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the QIB;

7. the QIB confirms that its application would not eventually result in triggering an open offer under the Takeover Code;

8. the QIB confirms that to the best of its knowledge and belief, together with other QIBs in the Issue that belong to the same group or are under common control, the Allotment to the QIB shall not exceed 50% of the Issue Size. For the purposes of this statement:

    a. the expression "belongs to the same group" shall derive meaning from the concept of "companies under the same group" as provided in sub-section (11) of Section 372 of the Companies Act, 1956; and

    b. "Control" shall have the same meaning as is assigned to it by clause 1(e) of Regulation 2 of the Takeover Code.

9. the QIB represents that it is outside the United States and is acquiring the Equity Shares in an offshore transaction in reliance on Regulation S and it has agreed to certain other representations set forth in the Application Form;

10. the QIBs shall not undertake any trade in the Equity Shares credited to its beneficiary accounts with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

QIBs WOULD NEED TO PROVIDE THEIR BENEFICIARY ACCOUNT DETAILS, THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE BENEFICIARY ACCOUNT IS HELD.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details given above.

The submission of the Application Form by a QIB shall be deemed a valid, binding and irrevocable offer for the QIB to pay the entire Issue Price for its share of Allotment (as indicated by the CAN) and becomes a binding contract on the QIB, upon issuance of the CAN by the Company in favour of the QIB.

Submission of Application Form

All Application Forms must be duly completed with information including the name of the QIB, the price and the number of Equity Shares applied for. The Application Form shall be submitted to the Global Coordinators and Book Running Lead Managers either through electronic form or through physical delivery at the following addresses:

Standard Chartered Securities (India) Limited	**CLSA India Limited**
2nd Floor, 23 – 25, M.G. Road, Fort	8/F Dalamal House, Nariman Point,
Mumbai – 400 001	Mumbai 400 021, India
Tel: +91 22 4205 6119	Tel: +91 22 6650 5050
Fax: +91 22 4205 6999	Fax: +91 22 22840271
E-mail: ProjectGanga@sc.com	E-mail: sarfaraz.agboatwala@clsa.com
Contact person: Mr. Nikhil Tulsyan	Contact person: Mr. Sarfaraz Agboatwala

The Global Coordinators and Book Running Lead Managers shall not be required to provide any written acknowledgement of the same.

Pricing and Allocation

Build up of the book

The QIBs shall submit their Bids (including any revision thereof) through the Application Forms, within the Bidding Period to the Global Coordinators and Book Running Lead Managers.

Price discovery and allocation

The Company, in consultation with the Global Coordinators and Book Running Lead Managers, shall determine the Issue Price, which shall be at or above the Floor Price. The Company, has pursuant to a resolution dated July 7, 2014 of the Finance Committee of the Board of Directors, approved a discount of 5% on the Floor Price (i.e. Rs. 3.69) in terms of Regulation 85 of the SEBI Regulations.

Method of Allocation

The Company shall determine the Allocation in consultation with the Global Coordinators and Book Running Lead Managers on a discretionary basis and in compliance with Chapter VIII of the SEBI Regulations.

All the Application Forms received from the QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

THE DECISION OF THE COMPANY IN CONSULTATION WITH THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE BINDING ON ALL QIBS. QIBS MAY NOTE THAT ALLOCATION OF THE EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF THE COMPANY IN CONSULTATION WITH THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS AND QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AT OR ABOVE THE ISSUE PRICE. NEITHER THE COMPANY NOR THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASONS FOR SUCH NON-ALLOCATION.

All Application Forms duly completed along with payment and a copy of the PAN card or PAN allotment letter shall be submitted to the Global Coordinators and Book Running Lead Managers as per the details provided in the respective CAN.

Number of Allottees

The minimum number of Allottees in the Issue shall not be less than:

(a) two, where the Issue Size is less than or equal to Rs. 2,500 million; or

(b) five, where the Issue Size is greater than Rs. 2,500 million.

Provided that no single Allottee shall be Allotted more than 50% of the Issue Size.

The QIBs belonging to the same group or those who are under same control shall be deemed to be a single Allottee for the purposes of the Issue. For details of what constitutes "same group" or "common control" please see the sub- section titled "Application Process – Application Form".

The Equity Shares will be Allotted within 12 months from the date of the shareholders resolution approving the Issue.

CAN

Based on the Application Forms received, the Company and the Global Coordinators and Book Running Lead Managers, in their sole and absolute discretion, shall decide the list of QIBs to whom the serially numbered CAN shall be sent, pursuant to which the details of the Equity Shares Allocated to them and the details of the amounts payable for Allotment of such Equity Shares by the Pay-In Date in their respective names shall be notified to such QIBs. Additionally, a CAN will include details of the bank account(s) for the electronic transfer of funds, address where the application money needs to be sent, Pay-In Date as well as the probable designated date ("**Designated Date**"), being the date of credit of the Equity Shares to the QIB's account, as applicable to the respective QIBs.

The QIBs would also be sent a serially numbered Placement Document either in electronic form or by physical delivery along with the serially numbered CAN.

The dispatch of the serially numbered Placement Document and the CAN to the QIB shall be deemed a valid, binding and irrevocable contract for the QIB to furnish all details that may be required by the Global Coordinators and Book Running Lead Managers and to pay the entire Issue Price for all the Equity Shares Allocated to such QIB.

QIBs ARE ADVISED TO INSTRUCT THEIR DEPOSITORY PARTICIPANT TO ACCEPT THE EQUITY SHARES THAT MAY BE ALLOCATED / ALLOTTED TO THEM PURSUANT TO THE ISSUE.

By submitting the Application Form, the QIB would have deemed to have made the representations and warranties as specified in the section "*Notice to Investors"* and further that such QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by BSE and NSE.

Bank Account for Payment of Application Money

The Company has opened a special bank account in the name of 'Jaiprakash Associates Limited – QIP Account 2014'. The QIB will be required to transfer the entire amount payable for the Equity Shares allocated to it, by way of electronic transfer only, by the Pay-In Date as mentioned in the respective CAN.

If the payment is not made favouring the Escrow Account within the time stipulated in the CAN, the Application Form and the CAN of the QIB are liable to be cancelled.

In case of cancellations or default by the QIBs, the Company and the Global Coordinators and Book Running Lead Managers have the right to reallocate the Equity Shares at the Issue Price among existing or new QIBs at their sole and absolute discretion.

Payment Instructions

The payment of application money shall be made by the QIBs in the name of Escrow Account as per the payment instructions provided in the CAN. All monies payable towards subscription of Equity Shares shall be paid by way of electronic transfer only and not by cash.

Designated Date and Allotment of Equity Shares

1. The Equity Shares will not be Allotted unless the QIBs pay the amount for the Equity Shares allocated to them calculated at the Issue Price, to the Escrow Account as stated above.

2. In accordance with the SEBI Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

3. The Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, the Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, the Company shall credit the Equity Shares into the beneficiary accounts of the QIBs.

5. Following the credit of Equity Shares into the QIBs' beneficiary accounts, the Company will apply for the final listing and trading approvals from the Stock Exchanges.

6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares

issued pursuant to this Issue are received by the Company.

7. After finalization of the Issue Price, the Company shall update the Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of the Company in the format specified in clause 35 of the Listing Agreements along with the Placement Document.

8. In the event that our Company is unable to issue and Allot the Equity Shares or there is a cancellation of the Issue within 60 days from the date of receipt of application money from a QIB, our Company shall repay the application money within 15 days from expiry of the 60 day period, failing which our Company shall repay that money to such QIBs with interest at the rate of 12% per annum from expiry of the sixtieth day. The application money to be refunded by our Company shall be refunded to the same bank account from which application money was remitted by the QIBs.

Other Instructions

Permanent Account Number or PAN

Each QIB should mention its PAN allotted under the IT Act. **The copy of the PAN card or PAN allotment letter is required to be submitted with the Application Form.** Application Forms without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that applicants should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

Right to Reject Applications

The Company, in consultation with the Global Coordinators and Book Running Lead Managers, may reject Bids, in part or in full, without assigning any reasons whatsoever. The decision of the Company and the Global Coordinators and Book Running Lead Managers in relation to the rejection of Bids shall be final and binding.

Equity Shares in dematerialized form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialized form (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

1. A QIB applying for Equity Shares must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid.

2. Allotment to a successful QIB will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the QIB.

3. Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The BSE and the NSE have electronic connectivity with CDSL and NSDL.

4. The trading of the Equity Shares would be in dematerialized form only for all QIBs in the demat segment of the respective Stock Exchanges.

5. The Company will not be responsible or liable for the delay in the credit of Equity Shares due to errors in the Application Form or otherwise on the part of the QIBs.

PLACEMENT

Placement Agreement

The Global Coordinators and Book Running Lead Managers have entered into a placement agreement dated July 2, 2014 with the Company (the **"Placement Agreement"),** pursuant to which the Global Coordinators and Book Running Lead Managers have agreed to place, on a reasonable effort basis, the Equity Shares, pursuant to Chapter VIII of the SEBI Regulations.

The Placement Agreement contains customary representations and warranties, as well as indemnities from the Company and is subject to termination in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

This Placement Document has not been, and will not be, registered as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than QIBs.

In connection with the Issue, the Global Coordinators and Book Running Lead Managers (or their respective affiliates) may, for their own accounts, enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares at the same time as the offer and sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Global Coordinators and Book Running Lead Managers may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions.

Lock-up

The Company will not, for a period commencing the date of the Placement Document and ending 60 days from the date of Allotment, without the prior written consent of the Global Coordinators and Book Running Lead Managers, directly or indirectly: (a) purchase, offer, issue, lend, sell, grant any option or contract to purchase, purchase any option or contract to offer, issue, lend, sell, grant any option, right or warrant to purchase, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares which may be deemed to be beneficially owned by the undersigned) or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing, or (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise), or (c) deposit Equity Shares with any other depositary in connection with a depositary receipt facility, or (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depository receipt facility; or (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction falling within (a) to (d) above. Provided, however, that the foregoing restrictions do not apply to (a) the issuance of any Equity Shares pursuant to the Issue and (b) issuance of any Equity Shares pursuant to conversion of convertible bonds issued by the Company and currently outstanding.

Pursuant to a lock-up letter, a member of the Promoter group, has undertaken that it will not, during the period commencing from the date of the lock-up letter and ending 60 days from the date of Allotment ("**Lock-up Period**"), without the prior written consent of the Global Coordinators and Book Running Lead Managers, do the following: (a) directly or indirectly, offer, lend, sell, contract to sell, sell any option or contract to purchase, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, 4,96,00,000 Equity Shares aggregating to approximately 2.16% of the fully diluted share capital of the Company ("**Promoter Shares**") (including, without limitation, securities convertible into or exercisable or exchangeable for Promoter Shares which may be deemed to be beneficially owned by the undersigned); (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Promoter Shares or any securities convertible into or exercisable or exchangeable for Promoter Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Promoter Shares or such other securities, in cash or otherwise); (c) deposit Promoter Shares with any other depository in connection with a depositary receipt facility; (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Promoter Shares in any depository receipt facility; or (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above. Provided, however, that the foregoing restrictions do not apply to: (a) any inter-se transfer of Promoter Shares between the Promoters and members of the Promoter group, provided that the lock up shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer the Promoter Shares until the Lock-up Period has expired; or (b) bona fide pledge of Promoter Shares, as collateral for loans as normal commercial terms entered into, in the ordinary course of business of the Company or (c) bona fide exercise of an existing pledge by third party on any of the Promoters' shares.

Relationship with the Global Coordinators and Book Running Lead Managers

In connection with the Issue, the Global Coordinators and Book Running Lead Managers (or their affiliates) may, for their own accounts, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Global Coordinators and Book Running Lead Managers may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Global Coordinators and Book Running Lead Managers may purchase Equity Shares or be Allocated Equity Shares for proprietary purposes and not with a view to distribution or in connection with the issuance of P-Notes. See "*Offshore Derivative Instruments*".

From time to time, the Global Coordinators and Book Running Lead Managers, and the affiliates and associates of such entity have engaged in or may in the future engage in transactions with and perform services inclulding but not limited to investment banking, advisory, banking, trading services for our Company, its Subsidiaries, group companies, affiliates and the shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Global Coordinators and Book Running Lead Managers and their affiliates and associates. For instance, an affiliate of Standard Chartered Securities (India) Limited acted as an underwriter in a foreign currency convertible offering by our Company and one of our Subsidiaries in 2012 and 2013 respectively and Standard Chartered Securities (India) Limited acted as a book running lead manager in the qualified institutions placement by our Company in 2013, and certain affiliates of Standard Chartered Securities (India) Limited currently provide, and have provided in the past, credit facilities and commercial banking services to us. CLSA India Limited has acted as a broker to the offer for sale of equity shares of one of our Subsidiaries Jaypee Infratech Limited in 2013.

SELLING RESTRICTIONS

The distribution of this Placement Document or any offering material and the offering, sale or delivery of the Equity Shares is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Placement Document or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorized.

General

No action has been taken or will be taken by the Company or the Global Coordinators and Book Running Lead Managers that would permit a public offering of the Equity Shares to occur in any jurisdiction, or the possession, circulation or distribution of this Placement Document or any other material relating to the Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and none of this Placement Document, any offering materials and any advertisements in connection with the offering of the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI Regulations. Each purchaser of the Equity Shares in this Issue will be deemed to have made acknowledgments and agreements as described under "Notice to Investors", "Representations by Investors" and "Transfer Restrictions and Purchaser Representations".

India

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to eligible QIBs and is not an offer to the public. The Issue is a "private placement" within the meaning of Section 42 of the Companies Act, 2013 since the invitation or offer is to be made only to QIBs.

This Placement Document is neither a public issue nor a prospectus under the Companies Act, 2013 or an advertisement and should not be circulated to any person other than to whom the offer is made. This Placement Document has not been and will not be registered as a prospectus with the Registrar of Companies in India.

Australia

No placement document, prospectus, product disclosure statement or other disclosure document as defined under the Corporations Act, 2001 (Cth) (the "**Corporations Act**") has been lodged with the Australian Securities and Investments Commission ("**ASIC**") or the Australian Securities Exchange operated by ASX Limited, in relation to the Issue. This Placement Document does not constitute a prospectus or other disclosure document under the Corporations Act, and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act.

The provision of this Placement Document does not constitute an offer or an invitation to apply for the Equity Shares in Australia. Any offer in Australia of the Equity Shares may only be made to persons (the "**Exempt Investors**"), who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), to "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the Equity Shares without disclosure to investors under Chapter 6D of the Corporations Act.

The Equity Shares applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12 months after the date of allotment under this Issue, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring Equity Shares must observe such Australian on-sale restrictions.

This Placement Document contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this Placement Document is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters.

Dubai International Financial Centre

This Placement Document relates to an Exempt Offer in accordance with the Market Rules Module of the Dubai Financial Services Authority Rulebook. This Placement Document is intended for distribution only to professional clients who are not natural persons. It must not be delivered to, or relied on by, any other person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The Dubai Financial Services Authority has not approved this document nor taken steps to verify the information set out in it, and has no responsibility for it. The Equity Shares to which this Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

The Global Coordinators and Book Running Lead Managers have represented and agreed that it has not offered and will not offer the Equity Shares to any person in the Dubai International Financial Centre unless such offer is:

1. an "Exempt Offer" in accordance with the Market Rules Module of the Dubai Financial Services Authority Rulebook; and

2. made only to persons who meet the Professional Client criteria set out in Rule 2.3.2 of the Dubai Financial Services Authority Conduct of Business Module of the Dubai Financial Services Authority Rulebook.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") an offer to the public of any Equity Shares may not be made in that Relevant Member State, except that the Equity Shares may be offered to the public in that Relevant Member State at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- to any legal entity which is a "qualified investor" as defined under the Prospectus Directive as implemented by the relevant Member State;

- to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Global Coordinators and Book Running Lead Managers for any such offer; or

- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Global Coordinators and Book Running Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression "**an offer of Equity Shares to the public**" in relation to any Equity Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Issue and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression "**Prospectus Directive**" means Directive 2003/71/EC (and any amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

This Placement Document is an advertisement and is not a prospectus for the purposes of EU Directive 2003/71/EC.

Hong Kong

The Global Coordinators and Book Running Lead Managers have represented, warranted and agreed that:

1. it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Equity Share other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

2. it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

Japan

The Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). Accordingly, the Global Coordinators and Book Running Lead Managers have represented and agreed that the Equity Shares which it subscribes will be subscribed by it as principal and that, in connection with the offering made hereby, it will not, directly or indirectly, offer or sell any Equity Shares in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Kuwait

The Equity Shares have not been licensed for offering in Kuwait by the Ministry of Commerce and Industry or the Central Bank of Kuwait or any other relevant government agency in Kuwait. The offering of the Equity Shares in Kuwait on the basis of a private placement or public offering is, therefore, restricted in accordance with Decree Law No. 31 of 1990, as amended, and Ministerial Order No. 113 of 1992, as amended. No private or public offering of the Equity Shares is being made in Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in Kuwait.

Korea

The Equity Shares will not, directly or indirectly, be offered, sold or delivered in Korea or to, or for the account or benefit of, any resident of Korea, or to others for reoffering or resale, directly or indirectly, in Korea or to, or for the account or benefit of, any resident of Korea, except as otherwise permitted by applicable Korean laws and regulations.

State of Qatar

The Equity Shares have not been and will not be offered, sold or delivered at any time, directly or indirectly, in the State of Qatar in a manner that would constitute a public offering. This Placement Document has not been filed with, reviewed or approved by the Qatar Central Bank or the Qatar Financial Markets Authority or any other relevant Qatar governmental body or securities exchange. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof.

Singapore

This Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"). Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of any Equity Shares may not be circulated or distributed, nor may any Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(i) to an institutional investor under Section 274 of the SFA or to a relevant person, or to any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA;

(ii) where no consideration is or will be given for the transfer; or

(iii) where the transfer is by operation of law

United Arab Emirates (excluding the Dubai International Financial Centre)

The Equity Shares have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates other than in compliance with any laws applicable in the United Arab Emirates governing the issue, offering and sale of securities.

United Kingdom

The Global Coordinators and Book Running Lead Managers has represented, warranted and undertaken to the Company that:

1. it has complied and will comply with all applicable provisions of the Financial Services and Market Act 2000 (the "**FSMA**") with respect to anything done by it in relation to the Equity Shares in, from or otherwise involving the United Kingdom; and

2. it has only communicated or caused to be communicated and will only communicate or cause to be communicated in the United Kingdom any invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) received by it in connection with the issue or sale of the Equity Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company.

United States

The Equity Shares have not been and will not be registered under the U.S. Securities Act and subject to certain exceptions, may not be offered or sold within the United States. The Equity Shares are being offered and sold outside of the United States in reliance on Regulation S to persons who are able to make the representations and undertakings summarised under "Transfer Restrictions and Purchaser Representations". Terms used in this paragraph have the meanings given to them by Regulation S under the U.S. Securities Act.

In addition, until 40 days after the first date upon which the Equity Shares were offered to the public, an offer of the Equity Shares within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the U.S. Securities Act.

Each purchaser of the Equity Shares will be deemed to have made the acknowledgements, representations and agreements described in the section titled "Transfer Restrictions and Purchaser Representations" of this Placement Document.

TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS

Allottees are not permitted to sell the Equity Shares for a period of one year from the date of Allotment except through the Stock Exchanges. In addition to the above, allotments made to QIBs, including FVCIs, VCFs and AIFs in the Issue, may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. Accordingly, purchasers are advised to consult their own legal counsel prior to making any offer, re-sale, pledge or transfer of the Equity Shares.

General

Each purchaser of the Equity Shares, by accepting delivery of the Preliminary Placement Document and this Placement Document will be deemed to have represented, agreed and acknowledged that:

(i). It is purchasing the Equity Shares outside the United States in an offshore transaction in reliance on with Regulation S under the U.S. Securities Act.

(ii). It is relying on this document and not on any other information or the representation concerning the Company or the Equity Shares and neither the Company nor any other person responsible for this Placement Document or any part of it nor the Global Coordinators and Book Running Lead Managers will have any liability for any such other information or representation.

(iii). The Company, the Global Coordinators and Book Running Lead Managers and their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from publicly available documents from various sources, including officially prepared materials from the SEBI, the BSE and the NSE, and has not been prepared or independently verified by the Company or the Global Coordinators and Book Running Lead Managers or any of its respective affiliates or advisors.

The Indian securities market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai.

Stock exchange regulations

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government of India acting through the Ministry of Finance, Stock Exchange Division, under the SCRA and the SCRR. The SCRA and the SCRR along with the rules, by-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner in which contracts are entered into, settled and enforced between members.

SEBI is empowered to regulate the business of Indian securities markets, including stock exchanges and intermediaries in the capital market, to promote and monitor self-regulatory organisations, to prohibit fraudulent and unfair trade practices and insider trading and to regulate substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants.

Listing of securities

The listing of securities on a recognised Indian stock exchange is regulated by applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various regulations and guidelines issued by the SEBI and the listing agreements of the respective stock exchanges. The governing body of each stock exchange is empowered to suspend trading of or dealing in a listed security for non-compliance or breach of a company's obligations under such listing agreement or for any other reason, subject to the company receiving prior notice of the intent of the exchange. SEBI also has the power to amend such equity listing agreements and the bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognised stock exchange.

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker, when triggered, brings about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or NIFTY of the NSE, whichever is breached earlier. In addition to the market-wide index-based circuit breakers, there are currently in place varying individual scrip-wide price bands. Additionally, SEBI has notified the Securities and Exchange Board of India (Delisting of Shares) Regulations, 2009 altering the regime regarding the voluntary and compulsory delisting of shares of Indian companies from the Indian stock exchanges.

Minimum public shareholding

Pursuant to an amendment of the SCRR in June 2010, all listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25% and have been given a period of three years to comply with such requirement.

Stock exchanges in India

There are currently 22 recognised stock exchanges in India. Most of the stock exchanges have their own governing board for self-regulation. The BSE and the NSE together hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalization, and trading activity. (*Source: SEBI website*)

BSE

Established in 1875, the BSE is the oldest stock exchange in India. In 1956 it became the first stock exchange in India to obtain permanent recognition from the Government under SCRA. It has evolved over the years into its present status as the premier stock exchange of India.

As of March 31, 2014, the BSE had 1,375 members comprising 206 individual members, 1,139 Indian companies and 30 foreign institutional investors. As of March 31, 2014, there were 5,191 listed companies on the BSE and the estimated market capitalisation of stocks trading on the BSE was Rs. 74,152.96 billion (approximately U.S.$ 1,215.42 billion). (*Source: www.bseindia.com*)

NSE

The NSE was established by financial institutions and banks to serve as a national exchange and to provide nationwide on-line satellite-linked screen-based trading facilities with electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchange of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994 and operations in the derivatives segment in June 2000.

The NSE launched the NSE 50 index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. For the year 2012-13, the traded value of the capital market segment was Rs. 27,082,790 million. As of March 31, 2014, there were 1,586 companies trading on the NSE and the estimated market capitalisation of stocks trading on the NSE was approximately Rs. 72,777.20 billion. The NSE has a wide network in major metropolitan cities and has a screen based trading and a central monitoring system. (Source: www.nseindia.com)

Internet-based securities trading and services

SEBI approved internet trading in January 2000. Internet trading takes place through order-routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" and the "derivatives" segments of the NSE.

Trading hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m (excluding the 15 minutes pre-open session from 9.00 a.m. to 9.15 a.m. introduced recently). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9:00 a.m. and 5:00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate with the trading hours.

Trading procedure

In order to facilitate smooth transactions, in 1995, the BSE replaced its open outcry system with the BSE Online Trading facility. This totally automated screen-based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothing settlement cycles and improving efficiency in back-office work.

The NSE has introduced a fully automated trading system called the "National Exchange for Automated Trading", or NEAT, which operates on a strict price/time priority besides enabling efficient trade. NEAT has provided depth in the market by enabling a large number of members all over India to trade simultaneously, narrowing the spreads.

Takeover Code

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the specific regulations in relation to substantial acquisition of shares and takeovers, being the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Code**"). Since the Company is an Indian listed company, the provisions of the Takeover Code apply to the Company. The Takeover Code came into effect on 22 October 2011 and replaced the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (the "**Takeover Code 1997**").

The key changes from the Takeover Code 1997 under the Takeover Code include:

- the trigger for making a public offer upon acquisition of shares or voting rights has been increased from 15% to 25%;
- every public offer has to be made for at least 26% of all the shares held by other shareholders;
- creeping acquisition of up to 5% is permitted up to a limit of 75% of the shares or voting rights of a company;
- acquisition of control in a target company triggers the requirement to make a public offer regardless of the level of shareholding and the acquisition of shares; and
- if the indirect acquisition of a target company is a predominant part of the business or entity being acquired, it would be treated as a direct acquisition.

Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (the "**Insider Trading Regulations**") prohibit and penalise insider trading in India. An insider is, *inter alia*, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information. The Insider Trading Regulations also provide disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of the company or any person reasonably expected to have access to unpublished price sensitive information and who is or was or is deemed to have been connected with the company.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfers in book-entry form. Further, the SEBI framed the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended, which among other things provide regulations in relation to the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depositary system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI. Derivatives products were introduced in phases in India, starting with futures contracts in June 2000 and index options, stock options and stock futures in June 2000, July 2001 and November 2001, respectively.

DESCRIPTION OF SHARES

Set forth below is certain information relating to the share capital of the Company, including a brief summary of some of the provisions of the Companies Act, 2013.

The following description of shares is subject to and qualified in its entirety by our Memorandum and Articles of Association and by the provisions of the Companies Act, 2013 which governs its affairs, and other applicable provisions of Indian law.

General

The Company's authorized share capital is Rs. 25,000 million divided into 12,344,000,000 Equity Shares of Rs. 2 each and 3,120,000 preference shares of Rs. 100 each. As on the date of this Placement Document, the Company's issued, subscribed and paid up capital is Rs. 4,438 million divided into 2,219,083,559 Equity Shares of Rs. 2 each.

For the purposes of this section, "Shareholder" means a holder of an Equity Shares registered as a member in the register of members of the Company.

Dividend

Under the Companies Act 2013, dividends can only be paid in cash to shareholders listed on the register of shareholders or those persons whose names are entered as beneficial owner in the record of the depositary on the date specified as the 'record date' or 'book closure date'. Under the Companies Act 2013, a company may pay dividends only out of (i) its profits in the year in which the dividend is declared (after providing for depreciation); or (ii) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government; or (iii) accumulated profits earned by the company in the previous years and transferred by the company to the free reserves in accordance with the Companies (Declaration and Payment of Dividend) Rules, 2014.

In light of the decisions taken by SEBI at its board meeting held on February 2, 2009, listed companies may declare dividend on a per share basis only, and not as a percentage of the face value of shares. The dividend recommended by the Board and approved by the Shareholders at a general meeting is distributed and paid to shareholders in proportion to the paid-up value of their Shares as on the record date for which such dividend is payable. In addition, as is permitted by the Articles of Association, the Board may declare and pay interim dividends. Under the Companies Act, 2013 dividends can only be paid in cash to shareholders listed on the register of shareholders on the date which is specified as the "book closure date" or "record date". No shareholder is entitled to a dividend while any lien in respect of unpaid calls on any of his/her shares is outstanding.

The Equity Shares will rank *pari passu*, subject to listing, with the existing Equity Shares of the Company in all respects including entitlement to dividends declared.

Any dividend declared must be deposited in a separate bank account within five days from the date of the declaration of such dividend. Dividends must be paid within 30 days from the date of the declaration and any dividend which remains unpaid or unclaimed after that period must be transferred within seven days to a special unpaid dividend account held at a scheduled bank. Any money which remains unpaid or unclaimed for seven years from the date of such transfer must be transferred by the Company to the Investor Education and Protection Fund established by the Government of India pursuant to which no claim shall lie against the Company or said Fund. Directors may be held criminally liable for any default of the aforementioned provisions.

Capitalisation of Reserves and Issue of Bonus Shares

The Companies Act, 2013 permits a company to, by way of a resolution of the shareholders in a general meeting to resolve, in certain circumstances, that certain amounts standing to the credit of the free reserves, securities premium account or capital redemption reserve account, be capitalised and distributed by way of bonus shares. Bonus issues must be issued pro rata to the amount of capital paid-up on existing shareholdings.

Any issue of bonus shares would be subject to the regulations issued by the SEBI in this regard. The relevant ICDR Regulations prescribe that no company shall, pending conversion of convertible debt instruments, issue any shares by way of bonus unless similar benefit is extended to the holders of such convertible debt instruments, through reservation of shares in proportion to such convertible part of the convertible debt instruments falling due for conversion. The bonus issue shares shall be made out of free reserves built out of the genuine profits or securities premium collected in cash only and reserves created by revaluation of fixed assets shall not be capitalised for the purpose of issuing bonus shares. The bonus issue cannot be made unless the partly-paid shares, if any, are made fully paid- up. Further, for the issuance of such bonus shares a company should not have defaulted in the payment of interest or principal in respect of fixed deposits or debt securities issued by it. The declaration of bonus shares in lieu of a dividend cannot be made. Further, a company should have sufficient reason to believe that it has not defaulted in respect of the payment of statutory dues of its employees, such as contributions to the provident fund, gratuities and/or bonuses. The issuance of bonus shares must be implemented within 15 days from the date of approval by the Board and, where Shareholders' approval is required, the issue shall be completed within two months from the date of the meeting of the Board where the decision to announce the bonus issue was taken subject to Shareholders' approval.

Pre-emptive Rights and Alteration of Share Capital

Subject to the provisions of the Companies Act, 2013 the Company may increase its share capital by issuing new shares. In accordance with the provisions of Section 62 of the Companies Act, 2013 these new shares shall be offered to existing shareholders listed on the members' register or the records of the Depository on the record date in proportion to the amount paid-up on those Shares at that date. The offer shall be made by notice specifying the number of Shares offered and the date (being not less than 15 days from the date of the offer) after which the offer, if not accepted, will be deemed to have been declined. After such date, the Board of Directors may dispose of the Shares offered in respect of which no acceptance has been received in such manner which is not dis-advantageous to the shareholders of the company. The offer is deemed to include a right exercisable by the person concerned to renounce the Shares offered to him/her in favour of any other person.

Under the provisions of section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 new shares may be offered to any persons, whether or not those persons include existing shareholders, if a special resolution to that effect is passed by the shareholders of the company in a general meeting.

The Company's issued share capital may be, *inter alia*, increased by the exercise of warrants attached to any securities of the Company, or individually issued, entitling the holder to subscribe for the Company's shares, or upon the conversion of convertible debentures issued. The issue of any convertible debentures or the taking of any convertible loans, other than from the Government of India and financial institutions, requires the approval of a special resolution of Shareholders.

The Company can also alter its share capital by way of a reduction of capital or by undertaking a buyback of Shares under the Companies Act, 2013 and the prescribed SEBI regulations.

The Articles provide that the Company may in a general meeting, from time to time, increase its capital by the creation of new Shares, consolidate or subdivide its share capital and cancel Shares which have not been taken up by any person. The Company may also from time to time by special resolution reduce its capital.

The Articles also provide that if at any time its share capital is divided into different classes of Shares, the rights attached to any one class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class.

Preference Shares

Preference share capital is that part of the paid-up capital of a company, which fulfils the following requirements:

(i) that, with respect to dividend, it carries or will carry a preferential right to be paid a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and

(ii) that, with respect to repayment, it carries or will carry on a winding-up of the company or repayment of the capital a preferential right to be repaid the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the company.

Preference shares do not confer any further rights to participate in a company's profits or assets. Holders of preference shares are not entitled to vote at a general meeting except in cases, which directly affect the rights, attached to their preference shares and also where the dividend has not been paid for a period of two years or more.

General Meetings of Shareholders

There are two types of general meetings of shareholders:

(i) annual general meetings; and

(ii) extraordinary general meetings.

The Company must hold its annual general meeting each year within 15 months of the previous annual general meeting, and in any event not later than six months after the end of each accounting year unless extended by the Registrar of Companies (the "**RoC**"), at the Company's request, for any special reason for a period not exceeding three months.

The Board of Directors may in accordance with the Articles of Association convene an extraordinary general meeting of shareholders when necessary or at the request of a shareholder or shareholders holding in the aggregate not less than 10 per cent. of the paid-up capital of the Company (carrying a right to vote in respect of the relevant matter on the date of the deposit of the requisition).

A general meeting of the Shareholders is generally convened by the Secretary of the Company in accordance with a resolution of the Board. Written notices convening a meeting setting out the date, place and agenda of the meeting must be given to members at least 21 clear days (excluding the days of mailing, and receipt, and such service shall be deemed to have been effected on the expiry of 48 hours after the same is posted) prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received from all shareholders in the case of an annual general meeting and from shareholders holding not less than 95 per cent. of the paid-up capital of the Company in the case of any other general meeting. Currently, the Company gives written notices to all members and, in addition, gives public notice of general meetings of shareholders in a daily newspaper of general circulation in the region of the registered office of the Company. General meetings are generally held at the Company's registered office. The quorum for a general meeting of the Company is five shareholders attending in person. No business shall be transacted at any general meeting without the appropriate quorum.

A company intending to pass a resolution relating to matters such as, but not limited to, the amendment of the objects clause of the memorandum of association, the issuing of shares with different voting or dividend rights, a variation of the rights attached to a class of shares or debentures or other securities, a buyback of shares under the Companies Act, 2013 or the giving of loans or the extending of guarantees in excess of limits prescribed under the Companies Act, 2013 and guidelines issued thereunder, is required to have the resolution passed by means of a postal ballot instead of transacting the business in the general meeting of the Company. A notice to all shareholders shall be sent along with a draft resolution explaining the reasons therefor and requesting each shareholder to send his/her assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the letter. Postal ballot includes voting by electronic mode.

Voting Rights

At a general meeting upon a show of hands, every member holding Shares and entitled to vote and present in person has one vote. Upon a poll, the voting rights of each shareholder entitled to vote and present in person or by proxy are in the same proportion as the capital paid up-on each Share held by such shareholder bears to the total paid-up capital of the Company. Voting is by a show of hands, unless a poll is ordered by the Chairman of the meeting. In addition, the Central Government may prescribe the class or classes of companies and manner in which a shareholder may exercise his right to vote by the electronic means. The Chairman of the meeting has a casting vote in case of equality of votes, whether on show of hands or on a poll.

Ordinary resolutions may be passed by a simple majority of those present and voting. Special resolutions require that the votes cast in favour of the resolution by those present and voting must be at least three times the votes cast against the resolution. Under the Companies Act, 2013 matters that require special resolution include amendments to the articles of association, a member's voluntary winding-up, dissolution, merger or consolidation, and the issue of shares to persons other than existing shareholders.

A shareholder may exercise his voting rights by proxy to be given in the form required by the Articles of Association. The instrument appointing a proxy is required to be lodged with the Company at least 48 hours before the time of the meeting. A shareholder may, by a single power of attorney, grant a general power of representation regarding several general meetings of shareholders. Any shareholder of the Company may appoint a proxy. A corporate shareholder is also entitled to nominate a representative to attend and vote on its behalf at general meetings, subject to the necessary resolution having been passed by the corporate shareholder. A proxy may not vote except on a poll and does not have a right to speak at meetings. A shareholder which is a legal entity may appoint an authorised representative who can vote in all respects as if a member both by a show of hands and by a poll.

The Companies Act, 2013 allows for a company to issue shares with differential rights as to dividends, voting or otherwise, subject to certain conditions prescribed under applicable law. In this regard, the laws require that, for a public company to issue shares with differential voting rights: (i) the company must have had consistent track record of distributable profits for the last three financial years; (ii) the company must not have defaulted in filing annual accounts and annual returns for the three financial years immediately preceding the financial year in which the company proposes to issue such shares; (iii) the articles of association of the company must allow for the issuance of shares with differential voting rights; (iv) the issue of shares is authorised by the shareholders by way of a postal ballot in case of a listed company; and (v) the other conditions as set forth in the Companies (Share Capital with Debenture) Rules, 2014 must be complied with.

Postal Ballot

Under the provisions of the Companies Act, 2013 the Government of India has framed rules for listed companies for voting by postal ballot instead of transacting the business in general meeting of the company, in the case of resolutions, including resolutions for alteration of the objects clause in the company's memorandum of association, buyback of shares, issue of shares with differential voting rights, a sale of the whole or substantially the whole of an undertaking of a company, giving loans and extending guarantees in excess of prescribed limits, for change of the registered office of the Company in certain circumstances and for variation in the rights attached to a class of shares or debentures or other securities. The resolution passed by means of postal ballot shall be deemed to have been duly passed at a general meeting physically convened. A notice to all the shareholders has to be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the notice. Postal voting includes voting in electronic form.

Convertible Securities and Warrants

The Company, in accordance with the provisions of applicable law, may from time to time issue debt instruments that are partly and fully convertible into Shares and warrants to purchase Shares.

Register of Shareholders and Record Dates

The Company is obliged to maintain a register of shareholders at its registered office or, with the approval of its shareholders by way of a special resolution and with prior intimation to the Registrar of Companies, at some other place in the same city. The register and index of beneficial owners maintained by a depository under the Depositories Act is deemed to be an index of members and register and index of debenture holders. The Company recognises as shareholders only those persons who appear on its register of shareholders and it cannot recognise any person holding any Share or part of it upon any trust, express, implied or constructive, except as permitted by law.

In the case of Shares held in physical form, the Company, through its registrar and share transfer agent, registers transfers of Shares on the register of shareholders upon lodgment of the duly stamped share transfer form executed by or on behalf of the transferor and by or on behalf of the transferee and duly completed in all respects, accompanied by a share certificate or, if there is no certificate, the letter of allotment in respect of Shares transferred. In respect of the transfer of Shares in dematerialised form, the depository transfers Shares by entering the name of the purchaser in its books as the beneficial owner of the Shares. In turn, the Company enters the name of the depository in its records as the registered owner of the Shares. The beneficial owner is entitled to all the rights and benefits, as well as the liabilities, attached to the Shares that are held by the depository. Transfer of beneficial ownership through a depository is exempt from any stamp duty but each Depository Participant may be subject to certain charges. A transfer of shares by way of share transfer form attracts stamp duty at the rate of 0.25 per cent. of the transfer price.

For the purpose of determining the shareholders, the Company may, after giving not less than seven days' previous notice by advertisement in a newspaper circulating in the district where the registered office of the Company is situated, close the register for periods not exceeding in the aggregate 45 days in any one year or 30 days at any one time. In order to determine the shareholders entitled to dividends the Company keeps the register of shareholders closed for approximately 10 to 20 days, generally before the annual general meeting. Under the listing regulations of the stock exchanges on which the Company's outstanding Shares are listed, the Company may, upon at least 15 days' advance notice (or 21 days' advance notice in the event the Company's Shares are traded on the stock exchanges in physical form) to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders. The trading of Shares and the delivery of certificates in respect thereof may continue while the register of Shareholders is closed.

Under the Companies Act, 2013 the Company is also required to maintain a register of debenture holders.

Annual Reports and Financial Results

The Company's audited financial statements for the relevant Fiscal Year, the directors' report and the auditors' report (collectively the "Annual Report") must be laid before the annual general meeting. These also include certain other financial information of the Company, a corporate governance section and management's discussion and analysis and are made available for inspection at the Company's registered office during normal working hours for 21 days prior to the annual general meeting.

Under the Companies Act, 2013 the Company must file its Annual Report with the RoC within 30 days from the date of the relevant annual general meeting. Under the Listing Agreements, six copies are required to be simultaneously sent to the BSE and the NSE. The Company must file an Annual Return which includes a list of the Shareholders, debenture holders, its indebtedness and other information within 60 days of the conclusion of its annual general meeting.

The Company must also publish its financial results in at least one English-language daily newspaper circulating in the whole or substantially the whole of India and also in a newspaper published in the language of the region where the Company's registered office is situated.

The Company files certain information online, including its annual report, interim financial statements, report on corporate governance, shareholding pattern statement, and such other statements, information or reports as may be specified by the SEBI from time to time or in accordance with the requirements of its Listing Agreements.

Transfer of Shares

Following the introduction of the Depositories Act and the repeal of erstwhile Section 22A of the Securities Contract Regulation Act, 1956, and the Companies Act, 2013 the equity shares of a public company became freely transferable, subject only to the provisions of the Companies Act, 2013 Since the Company is a public company, the provisions of Section 58 of the Companies Act, 2013 will apply to it. In accordance with the provisions of Section 58 of the Companies Act, 2013 the Board may refuse to register a transfer of Shares within sixty days from the date on which the instrument of transfer or intimation of transfer, as the case may be, is delivered to the Company, if it has sufficient cause to do so. If the Board refuses to register a transfer of Shares, the Shareholder wishing to transfer his, her or its Shares may file an appeal with the Indian company law board (the "Company Law Board") and the Company Law Board can direct the Company to register such transfer.

Shares held through depositaries are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by the SEBI. These regulations provide the regime for the functioning of the depositaries and the participants, and set out the manner in which the records are to be kept and maintained, and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are exempt from stamp duty. The Company has entered into an agreement for such depository services with National Securities Depository Limited and Central Depository Services (India) Limited.

The SEBI requires that, for trading and settlement purposes, the Company's Shares be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange.

Pursuant to its Listing Agreements, in the event that the Company has not effected the transfer of Shares within one month, or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of one month, it is required to compensate the aggrieved party for the loss of opportunity caused by the delay.
The Companies Act, 2013 provides that the shares or debentures of a public listed company (such as the Company) shall be freely transferable.

Acquisition by the Company of its Own Shares

The Company is prohibited from acquiring its own Shares unless the consequent reduction of capital is effected by special resolution in accordance with the Companies Act, 2013. Moreover, subject to certain conditions, the Company is prohibited from giving, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Shares in the Company or its holding company. Pursuant to the insertion of Section 68 in the Companies Act, 2013 a company has been empowered to purchase its own shares or other specified securities out of its free reserves, the securities premium account or the proceeds of any shares or other specified securities (other than the kind of shares or other specified securities proposed to be bought back), subject to certain conditions, including:

(i) the buyback should be authorised by the articles of association of the company;

(ii) a special resolution should have been passed in a general meeting of the company authorising the buyback;

(iii) the buyback is for less than 25 per cent. or less of the total paid-up capital and free reserves, provided that the buyback of equity shares in any financial year shall not exceed 25 per cent. of the total paid-up equity share capital in that year;

(iv) the ratio of the debt (including all amounts of unsecured and secured debt) owed by the company is not more than twice the capital and free reserves after such buyback;

(v) all the shares or other specified securities for buyback are fully-paid up; and

(vi) the buyback is in accordance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

The second condition mentioned above would not be applicable if the buyback is for less than 10 per cent of the total paid-up equity capital and free reserves of the company and provided that such buyback has been authorised by the board of directors of the company.

A company buying back its securities is required to extinguish and physically destroy the securities bought back within seven days of the last date of completion of the buyback. Further, a company buying back its securities is not permitted to buyback any securities for a period of one year from the buyback and to issue securities for six months except by way of bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.

The buyback of securities can be from existing security holders on a proportionate basis or from the open market or by purchasing securities issued to the employees of the company pursuant to a scheme of stock option or sweat equity.

Disclosure of Ownership Interest

The provisions of the Companies Act, 2013 generally require beneficial owners of equity shares of Indian companies that are not holders on record to declare to the company details of the holder on record and the holder on record to declare the details of the beneficial owner. Any person who fails to make the required declaration of the beneficial interest in the shares may be liable for a fine of up to Rs.50,000 and where the failure is a continuing one, with a further fine which may extend to Rs. 1,000 for every day after the first during which the failure continues..

Liquidation Rights

Subject to the provisions of the Companies Act, 1956 (including the rights of employees, the requirement to pay statutory dues and the rights of creditors as contained in Sections 529A and 530 of the Companies Act, 1956 thereof) and the rights of the holders of any other shares entitled by their terms of issue to preferential repayment over the Shares, in the event of the Company's winding-up, the holders of the Shares are entitled to be repaid the amounts of capital paid up or credited as paid-up on such Shares or, in the case of a shortfall, proportionately. All surplus assets after payments due to workmen, statutory creditors, and secured and unsecured creditors belong to the holders of the equity shares in proportion to the amount paid-up or credited as paid-up on such shares, respectively, at the commencement of the winding-up.

TAXATION

As per the present provisions of Income-tax Act, 1961 (hereinafter referred to as ("the **I.T. Act**") and other laws as applicable for the time being in force in India, the following tax benefits are available to the company and to the shareholders of the company, subject to fulfillment of prescribed conditions:

A. To the company under the Income Tax Act, 1961 ('the I. T. Act')

1) Under section 32 of the I.T. Act, the company is entitled to claim depreciation allowance at the prescribed rates on all its tangible and intangible assets acquired and put to use for its business.

2) The Company is entitled for a tax Holiday under Section 80 IA of the Income Tax Act for a period of 10 consecutive assessment years out of any 15 years beginning from the year in which generation of power is commenced. Under this Section the Company is entitled to a deduction of 100% of the Profits and Gains derived from the eligible business of Power Generation from its total income in respect of all Power Plants including Captive Power Plants of the Company. The benefit under section 80 IA is available on units which commenced power generation on or before 31st March 2014. For Power Projects under implementation benefit under section 80IA would depend upon the Finance Act, 2014.

3) Under section 10(34) of the Act, dividend income (whether interim or final) received by the company from any other domestic company (in which the company has invested) is exempt from tax in the hands of the company.

4) The income received by the company in respect of Units from distribution made by any mutual fund specified under section 10(23D) of the I.T.Act or from the Administrator of the specified undertaking or from the specified company is exempt from tax in the hands of the company under section 10(35) of the Act.

5) In accordance with and subject to the provisions of section 35, the company would be entitled to deduction in respect of expenditure laid out or expended on scientific research related to the business.

6) Under section 10(38) of the Act, the long-term capital gains arising from transfer of equity shares in any other company or units of equity oriented mutual funds, which are chargeable to securities transaction tax (0.1 %), are exempt from tax in the hands of the company. However, the said exemption will not be allowable as deduction from book profits under section 115JB of the Act.

7) As per the provisions of section 112(1)(b) of the Act, other long-term capital gains arising to the company are subject to tax at the rate of 20% (plus applicable surcharge and education cess). However, as per the proviso to that section, the long-term capital gains resulting from transfer of listed securities or units or zero coupon bonds are subject to tax at the rate of 20% worked out after considering indexation benefit (plus applicable surcharge and education cess), which would be restricted to 10% worked out without considering indexation benefit (plus applicable surcharge and education cess).

8) As per the provisions of section 111A of the Act, short-term capital gains arising to the company from transfer of equity shares in any other company or of units of any equity oriented fund (as defined in section 10(38) of the Act), are subject to tax @ 15% (plus applicable surcharge and education cess), if such a transaction is subjected to securities transaction tax.

9) In accordance with and subject to the conditions specified in section 54EC of the Act, the company would be entitled to exemption from tax on long-term capital gain if such capital gain is invested maximum investment permitted is rupees fifty lakhs, in any of the long term specified assets (hereinafter referred to as the "**new asset**") to the extent and in the manner prescribed in the said section. However if the new asset is transferred or converted into money or takes any loan or advance on the security of such specified assets at any time within a

period of three years from the date of its acquisition, the amount of capital gains for which exemption is availed earlier, would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.

10) The Company has to pay taxes under Section 115 JB of the Act if the tax computed under Section 115 JB (which is 18.5 % plus applicable surcharge and education cess) is higher than the tax under the normal provisions of the Act. Under section 115JAA(1A) of the Act, credit is allowed in respect of any minimum alternate tax ('MAT') paid under section 115JB of the Act for any assessment year commencing on or after April 1, 2006. Tax credit eligible to be allowed will be the difference between MAT paid and the tax computed as per the normal provisions of the Act for that assessment year. Such MAT credit is allowed to be carried forward for set off purposes for up to 10 years succeeding the year in which the MAT credit is allowed.

B. To the shareholders of the Company

I. Mutual Funds

In case of a shareholder being a mutual fund, as per the provisions of section 10(23D) of the Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder, mutual funds set up by public sector banks or public financial institutions and mutual funds authorised by the Reserve Bank of India are exempt from income-tax, subject to the conditions notified by Central Government in this regard.

II. Venture Capital Companies /Funds

In case of a shareholder being a Venture capital company / fund, any income of venture capital companies/ funds registered with the Securities and Exchange Board of India, are exempt from income-tax, subject to the conditions specified in section 10(23FB) of the Act.

III. Non-Resident Member

1) Dividend (both interim and final) income, if any, received by the non-resident/non-resident Indian shareholders from the domestic company shall be exempt under section 10(34) of the Act.

2) Under section 10(38) of the Act, the long-term capital gain arising from transfer of equity shares in the company, which is chargeable to securities transaction tax, is exempt from tax in the hands of the shareholders.

3) As per the provisions of section 112(1)(a) of the Act, other long-term capital gains are subject to tax at the rate of 20% (plus applicable surcharge and education cess). However, as per proviso to that section, the long-term capital gains arising from transfer of listed securities are subject to tax at the rate of 20% after considering the indexation benefit (plus applicable surcharge and education cess), which would be restricted to 10% of long term capital gains without considering the indexation benefit (plus applicable surcharge and education cess).

4) As per the provisions of section 111A of the Act, short-term capital gains arising to the shareholders from the transfer of equity shares in a company defined in section 10(38) of the act, are subject to tax @ 15% (plus applicable surcharge and education cess) if such a transaction is subjected to Securities Transaction Tax.

5) As per the provisions of section 88E of the Act, where the business income of an assessee includes profits and gains from sale of securities liable to securities transaction tax, a rebate is allowable from the amount of income tax on such business income, to the extent of securities transaction tax paid on such transactions. The amount of rebate shall, however, be limited to the amount of income tax arrived at by applying the average rate of income tax on such business income.

6) In accordance with and subject to the conditions specified in section 54EC of the Act, the shareholders would be entitled to exemption from tax on long-term capital gains if such capital gains are invested maximum investment permitted is rupees fifty lakhs, in any of the long-term specified assets (hereinafter referred to as the "**new asset**") to the extent and in the manner prescribed in the said sections. If the new asset is transferred or converted into money or takes loan or advance on the security of such specified assets at any time within a period of three years from the date of its acquisition, the amount of capital gains for which exemption is availed earlier, would become chargeable to tax as long term capital gains in the year in which such new asset is transferred or converted into money.

7) In case of a shareholder being an individual or a hindu undivided family, in accordance with and subject to the conditions and to the extent provided in section 54F of the Act, the shareholder is entitled to exemption from long-term capital gains arising from the transfer of any long term capital asset, not being on residential house if the net consideration is invested for purchase or construction of a residential house. If part of the net consideration is invested within the prescribed period in a residential house, such gains would not be chargeable to tax on a proportionate basis. If, however, such new residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains for which the exemption was availed earlier would be taxed as long-term capital gains in the year in which such residential house is transferred.

8) As per section 74, short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss suffered during the year is allowed to be set-off against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years' long-term capital gains.

9) Under first proviso to section 48 of the Act, the capital gains arising on transfer of capital assets being shares of an Indian company to a non-resident/non-resident Indian shareholder, need to be computed by converting the cost of acquisition, expenditure in connection with such transfer and full value of the consideration received or accruing as a result of the transfer into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation is not available to non resident shareholders.

10) As per section 90(2) of the Act, the provisions of the I.T.Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident/nonresident Indian shareholder. Thus, a non resident/ non-resident Indian shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

IV. Foreign Institutional Investors (FIIs)

1) Dividend (both interim and final) income, if any, received by the shareholder from the domestic company shall be exempt under section 10(34) of the Act.

2) Capital gains

- Under section 115AD, income (other than income by way of dividends referred in section 115-O) received in respect of securities (other than units referred to in section 115AB) shall be taxable at the rate of 20% (plus applicable surcharge on tax and education cess on tax and surcharge).
- Under section 115AD, capital gains arising from transfer of securities (other than units referred to in section 115AB) which are not exempt under section 10(38), shall be taxable as follows:
- Securities which are held for the period of upto or less than twelve months and where such transaction is chargeable to securities transaction tax, capital gain shall be taxable at the rate of 15% (plus applicable surcharge on tax and education cess on tax and surcharge). Securities other than those held for the period of upto or less than

twelve months and where such transaction is not chargeable to securities transaction tax, capital gain shall be taxable at the rate of 30% (plus applicable surcharge on tax and education cess on tax and surcharge); Securities which are held for the period of more than twelve months shall be taxable at the rate of 10% (plus applicable surcharge on tax and education cess on tax and surcharge). Such capital gains would be computed without giving effect of first proviso and without indexation as provided in the second proviso to section 48.

3) Long-term capital gains arising on transfer of Equity Shares of our Company, which is held for the period of more than twelve months and where such transaction is chargeable to securities transaction tax, shall be exempt from tax under section 10(38) of the Act.

4) Benefit of exemption under section 54EC shall be available as outlined in paragraph B(III)(6) above.

5) Benefit as outlined in paragraph A(8) above are also available to FIIs.

6) As per section 90(2) of the Act, the provisions of the I.T. Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the non-resident. Thus, a non-resident can opt to be governed by the beneficial provisions of an applicable tax treaty.

Note: There is a legal uncertainty over whether a FII can elect to be governed by the normal provisions of the Act, instead of the provisions of section 115AD. Investors are advised to consult their tax advisors in this regard.

C Tax Treaties

The provisions of the Agreement for Avoidance of Double Taxation entered into by the Government with the country of residence of the non-resident investor will be applicable to the extent they are more beneficial to the non-resident investor. The non-resident investor claiming the beneficial provisions of the tax treaty would be required to demonstrate its tax residency on the basis of appropriate documentation. Further, subsequent to the changes introduced by the Finance Act 2012, it may be necessary for a non-resident tax payer to submit a tax residency certificate containing prescribed particulars in order to claim the benefits of the tax treaty (in addition to other documents which may be required). The Finance Act 2012 has also introduced GAAR provisions which give powers to tax authorities to override tax treaties to prevent treaty abuse and bring certain cross border transactions under the taxation regime. However, it cannot be said with any reasonable certainty as to when the proposed GAAR provisions will be applicable.

D Stamp Duty

Under the laws of India, the transfer of ordinary shares in physical form would be subject to Indian stamp duty at the rate of 0.25 per cent. of the market value of the ordinary shares on the trade date, and such stamp duty is customarily borne by the transferee, that is, the purchaser. In order to register a transfer of shares in physical form, it is necessary to present a stamped deed of transfer. However, since the Shares are compulsorily deliverable in dematerialised form there would be no stamp duty payable in India on the transfer of these Shares in dematerialised form. There is no stamp duty liability on the sale or transfer of Bonds outside India.

E. Service Tax

Brokerage or commissions paid to stock brokers in connection with the sale or purchase of shares listed on a recognised stock exchange in India are subject to a service tax of 12 per cent. plus education cess of 2 per cent. and secondary and higher education cess of 1 per cent. The stockbroker is responsible for collecting the service tax and paying it to the relevant authority.

F. Benefits available under the Wealth Tax Act, 1957

'Asset' as defined under Section 2(ea) of the Wealth Tax Act, 1957, does not include share in companies. Hence, the shares in companies are not liable to Wealth Tax.

G. Benefits available under the Gift Tax Act, 1958

Gift tax is not leviable in respect of any gifts made on or after October 1, 1998. Therefore, any gift of shares will not attract gift tax.

Notes:

1) All the above benefits are as per the current tax law. Shareholder is advised to consider in their case, the tax implications of any new enactments, which may change / modify the law.

2) In view of the nature of tax consequences, being based on all the facts, in totality, of the investors, each investor is advised to consult his/her/its own tax advisor with respect to specific tax consequences.

3) The statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.

In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the double taxation avoidance agreements, if any, between India and the country in which the non-resident has physical domicile

LEGAL PROCEEDINGS

Except as described below, the Company and its Subsidiaries are not involved in any legal proceedings and disputes, and no proceedings are threatened, which may have, or have had, a material adverse effect on the business, financial condition or operations of the Company and its Subsidiaries. The Company believes that the number of proceedings and disputes in which the Company and its Subsidiaries is involved in is not unusual for a company of its size in the context of doing business in India and in international markets. Civil cases involving an amount of Rs. 50 million or more have been disclosed below. Additionally all material cases pertaining to the Company and the Subsidiaries involving public interest litigations, environmental cases, criminal cases and land-disputes relating to important project sites, have also been disclosed below.

I(A) Against the Company

Competition Commission matters

1. A case was filed against the Company by Mr. Sunil Bansal, Mr. Anil Bansal and Mr. Pawan Bansal ("**Informants**") before the Competition Commission of India ("**CCI**"), pursuant to an order of the CCI dated November 22, 2011, wherein it was alleged that the Company abused its dominant position with respect to its project styled as Jaypee Greens, "Sun Court Apartments" at Surajpur Kasna Road, Greater Noida. Further, it was alleged that the Company made misrepresentations and devised a standard application form, which stipulated arbitrary standard terms and conditions that were onerous to all buyers. The Informants sought the imposition of an appropriate penalty under section 4(2)(a)(ii) and section 4(2)(e) of the Competition Act, 2002, as amended ("**Competition Act**"). The Informants also filed an interim application dated December 15, 2011 under section 33 of the Competition Act read with regulation 31 of the Competition Commission of India (General) Regulations, 2009, which was dismissed by the CCI on January 12, 2012. The Company filed an application dated January 11, 2012 under section 45 of the Competition Act requesting appropriate proceedings to be initiated against the informant. The application is currently pending. The Director General ("**DG**") requested an extension of time for the submission of its report, which was accepted by the CCI on February 14, 2012. Further, three more cases were filed against the Company on similar grounds by Mr. Deepak Kapoor, Mr. Tarsem Chand and Mr. Sanjay Bhargava, the former being admitted by the CCI on March 27, 2012, and the latter two on November 7, 2012. These matters were clubbed pursuant to an order of the CCI dated November 7, 2012, and ordered a common investigation by the office of the DG, CCI. As a result, the DG conducted an investigation into the allegations made by the informants in the above cases and submitted a consolidated investigation report dated June 18, 2013 to the CCI. The DG, in its investigation report, concluded that the Jaypee Group did not have a position of strength that could enable it to operate independently of competitive forces prevailing in the relevant market or to affect its competitors or consumers in its favour in terms of the provisions of section 4 of the Competition Act. The CCI considered the investigation report of the DG, replies of the parties, their oral submission and other material available on record, and formed a view that certain aspects were not considered by the DG while analysing matters under the provisions of section 19(4) of the Competition Act. Therefore, the CCI, by its order dated January 2, 2014, directed the DG to investigate the matters further and submit a 'self-contained investigation report' to the CCI. As a result, the above matters are still pending further investigation by the DG.

2. Mr Raghuvinder Singh (the Informant) filed an information dated May 31, 2013, under section 19 read with section 4 of the Competition Act. The Informant had booked one apartment in Jaypee Greens Aman. He had alleged, inter alia, that the Company had wrongfully sent him a notice for cancellation dated May 10, 2013 and that the Company in doing so had abused its dominant position in Noida and Greater Noida. The Informant filed the information, dated May 31, 2013, under section 19 read with section 4 of the Act. The Informant sought a direction to the Company to hand over the possession of the unit and setting aside of the cancellation notice dated May 10, 2013. Further, the Informant sought damages to the tune of Rs. 5 million for mental agony. The CCI, after considering the information in its ordinary meeting, passed an order dated July 10, 2013 for investigation by the office of the DG, CCI. The matter is pending for investigation before the office of the DG, CCI.

3. The CCI passed an order on June 20, 2012 in relation to a complaint filed by the Builders Association of India (the "**BAI**") against the Cement Manufacturers' Association (the "**CMA**") and 11 other cement manufacturers, including the Company (collectively, the "**Respondents**"), on July 26, 2010 before the CCI. The CCI held the Respondents guilty of cartelization in the cement industry and as a result, imposed a penalty, at the rate of 0.5 times the net profit for the financial years 2009-2010 and 2010-2011, amounting to Rs. 13,236 million on the Company. The CCI has also imposed a fine on CMA at 10 per cent of its total receipts for the past two years for its role in providing the platform from which the cement manufacturer's cartel activity took place. The Company filed an appeal against the said order before the COMPAT. The COMPAT by its interim order dated May 17, 2013 granted stay to the penalties with the condition to deposit 10 per cent of the penalty inflicted. The Company filed an appeal against the order of the COMPAT inter-alia, praying for stay of the COMPAT order and that the profit from 'Cement' (in respect whereof the cartel is alleged) be reckoned for the purpose of deposit/ penalty instead of the entire profits for all businesses of the Company. The Supreme Court granted leave to the Company to make necessary request to that effect before COMPAT and all companies were directed to deposit the 10% amount as per the order of COMPAT; accordingly, the Company has deposited an amount of Rs. 1,323.60 million on June 22, 2013. The necessary application to consider the 'profit from cement' only had been filed and admitted. The matter is currently pending before COMPAT.

4. The Directorate of Supplies and Disposal, Haryana made a reference before the CCI on July 31, 2013 alleging cartelization and anti-competitive trade practices by seven cement manufacturers, including the Company ("opposite parties") for controlling the prices of cement by limiting and restricting its production and indulging in collusive pricing. Upon hearing the opposite parties, CCI, by its order dated January 2, 2014, directed the DG to investigate the allegations. In pursuance thereof, the DG has issued a notice dated April 25, 2014 directing the opposite parties to furnish the desired information. The matter is currently under investigation.

Investigation by the Directorate of Enforcement

1. The Directorate of Enforcement, Ministry of Finance-Revenue (the "**ED**") by a letter dated February 12, 2008 initiated an investigation against the Company and asked the Company to furnish details regarding any issuance of american depository receipts, global depository receipts or foreign currency convertible bonds that had happened since 2004 along with other documents and clarifications. The Company replied to the letter on May 21, 2008 providing the documents that the ED had requested for, pursuant to which the ED issued summons dated July 11, 2008, summoning the Company's director, finance, to personally appear on July 21, 2008 and furnish further information in relation to the three foreign currency convertible bonds issuances undertaken by the Company ("**FCCB Issuances**"). Thereafter, the Company provided the additional documents and information on July 21, 2008. During the period between October 2008 and February 2009, there were further correspondences between the ED and the Company on various matters in relation to the FCCB Issuances and related U.S.$ expenditures. Subsequently, the Company's director, finance, was once again summoned for personal appearance by summons dated February 25, 2009 and thereafter the Company provided the additional documents and information requested by the ED between March 12, 2009 and June 12, 2009.

   Further, the ED issued summons dated July 8, 2009 to the director, finance for a personal appearance and also requested information with respect to the utilisation of proceeds of the FCCB Issuances. The Company by letters dated July 15, 2009 and July 29, 2009 provided the documents and information. On November 30, 2009, the ED once again issued summons to the managing director to appear in person. The Company's legal counsel by letter dated December 31, 2009 responded to the queries raised by the ED pursuant to which the ED again issued summons dated September 22, 2010 for the managing director to appear in person along with details with respect to, amongst others, regarding the Company's sister concerns, profiles of the companies that subscribed to the FCCB Issuances and the returns in relation to external commercial borrowings filed with Reserve Bank of India. The Company replied to the ED with all information and documents by letters dated October 25, 2010 and November 4, 2010 and thereafter the ED by its letter dated July 31, 2012 asked the Company to provide details with respect to the money parked outside India, securities given to investments from outside India, investments in real estate and vehicles imported. The Company responded to the queries by a letter dated August 1, 2012. Subsequently, the ED issued summons to the Company on September 4, 2012, pursuant to which our director appeared on September 17, 2012, October 3, 2012 and October 4, 2012 and additional information was provided by the Company by a letter dated October 11, 2012. There has been no further correspondence between the Company and the ED.

2. ED served a notice to the Company dated March 13, 2014 seeking exchange control copy of bill of entry or alternative documents in respect of imports made by the Company against the remittance in foreign currencies sent abroad amounting to Rs. 36.2 millions for the calender year 2001 through Indian Overseas Bank, Janpath Branch, New Delhi ("**IOB**"). IOB has remitted the foreign remittance against the imports made by the Company and by its letter dated March 21, 2014 has confirmed to the ED that there is no bill of entry pending at their end for submission to RBI in respect of above imports made by the company.

Civil Cases

1. There are four income tax appeals pending before the Commissioner of Income Tax (Appeal — III, Lucknow) in relation to a disallowance made in the assessment under Section 143(3) of the Income Tax Act by the assistant Commissioner of Income Tax, Central Circle-II, Lucknow, as set out below:

Assessment year	**Amount (in Rs. million)**
2007-2008	658.92
2008-2009	922.29
2010-2011	1762.74
2011-2012	2050.78

The aforesaid income tax amounts have already been paid. The appeal is currently pending hearing.

2. There are ten income tax appeals that have been filed by the income tax department before the High Court of Allahabad, challenging the order of the Income Tax Appellate Tribunal ("**ITAT**"), upholding the order of Commissioner of Income Tax (Appeal) ("**CIT(A)**"). The total amount of relief allowed by CIT(A) and confirmed to by the ITAT against relevant assessment years are as set out below:

Assessment year	**Amount (in Rs. million)**
1998-1999	142.92
1999-2000	76.43
2000-2001	86.08
2001-2002	519.82
2002-2003	756.23
2003-2004	890.23
2004-2005	581.90
2005-2006	520.22
2006-2007	369.68
April 1, 1989 – July 2, 1999	287.50

The appeal before the High Court of Allahabad is pending.

3. An income tax appeal (Nil/ACIT(TDS)/Lko.) for assessment years 2006-2007 to 2013-2014 is pending before the CIT(A)-III, Lucknow in relation to non deduction of tax-deduction-at-source under section 201(1)/201(1A) of the Income Tax Act by the deputy commissioner of income tax, Lucknow. The amount involved is Rs. 13,112.24 million. The appeal is pending for disposal.

4. The Company had, in relation to its Baga cement plant, sought exemption on certain goods under the Himachal Pradesh (Taxation on Certain Goods Carried by Road) Act, 1991 (case

number 7625 of 2012) which was upheld by a single judge, and reversed subsequently on appeal before the division bench of the High Court of Himachal Pradesh. A special leave petition against the same was admitted by the the Supreme Court which ordered interim relief in the form of deposit of 50 per cent amount and furnishing of bank guarantee for the balance. The matter is currently pending.

5. A value-added tax deferment facility (case number 6039 of 2012) was being availed by the Company in relation to its Bagheri grinding unit for the period April 1, 2010 to March 31, 2018. Subsequently, by an order dated December 20, 2012 the deferment facility was quashed by the commissioner of excise and taxation in *suo-moto* proceedings on the premise that 'cement clinker' fell in the negative list of incentives and hence were ineligible. A writ petition has been filed against the same before the High Court of Himachal Pradesh and an interim stay has been granted by an order dated January 1, 2013 against the above matter. The total amount involved in the matter for the period upto November 2012 was Rs. 521.90 million against which bank guarantee for Rs. 520 million has been furnished by the Company. The matter is currently pending.

6. Entry tax was imposed by the government of Himachal Pradesh after April 2010, on certain items including diesel, furnace oil, cement, explosives and packaging materials. The Company filed a writ petition on September 10, 2010 before the court against imposition of such entry tax. In terms of an interim order passed by the court on September 13, 2010, the Company was required to deposit one third of the assessed tax amount and for the balance amount, adequate security had to be furnished. The total amount involved is Rs. 115.9 million against which an amount of Rs. 14.1 million has been deposited by the Company. The matter is currently pending.

7. The Company was granted value added tax and central sales tax exemption for 10 years in relation to its Baga cement plant (case number 4599 of 2013), since the plant had come into production in a tax free zone. Accordingly, certificate for exemption was obtained from the department of excise and taxation, Thereafter, Mangal panchayat, in which the Baga cement plant was located was denotified as backward and declared non-backward with effect from March 30, 2013. As a result, the assistant excise and taxation commissioner, Solan issued a letter directing payment of tax to be done on a monthly basis effective April 1, 2013 on the premise that the plant was no longer on a tax free zone. An appeal against the same was filed before the High Court on which an interim stay has been granted. The matter is currently pending.

8. The Company filed a writ petition before the Himachal Pradesh High Court against a *suo moto* notice dated July 14, 2010 under Himachal Pradesh Value Added Tax Act, 2005 regarding the intended withdrawal of value added tax deferment facility being availed by the Company's cement plant at Bageri. The court by an order dated July 30, 2012 directed that the matter be heard by the commissioner of excise and taxation. The total amount involved is Rs. 521.9 million against which the Company has submitted a bank guarantee of Rs. 520 million to the department of excise and taxation. The matter is currently pending.

9. The Company had, in relation to its Baga cement plant, claimed exemption from excise tax (case number E/56591/13) effective January 16, 2012, which was denied by the department on the ground that the production of cement commenced after cut-off date i.e. March 31, 2010. An appeal was filed before CESTAT on the premise that the production of cement was not required to have commenced in order to claim exemption and commencement only of commercial production was required. The Company claimed that since the unit had already commenced production of clinker effective February 24, 2010, hence the Company was entitled for exemption on cement manufacturing for the period January 16, 2012 to February 23, 2010. The Company has deposited excise duty on cement under protest. The case is currently pending.

10. The government of Himachal Pradesh levied tax on certain goods carried by road under the provisions of state enactment. Since, the Company's cement plant at Baga was located at a tax free zone was eligible for exemption from any such tax under the state industrial policy, the levy of such was challenged by the Company before a single bench of the High Court of Himachal Pradesh on December 17, 2010, which was decided in favour of the Company with a

direction to refund the amount with interest at 9 percent. Thereafter, the state government filed an appeal on March 15, 2012, before the division bench of the High Court which reversed the order of the single bench and passed an order dated May 31, 2012 in favour of the department ordering deposit of one-third of the tax payable and bank guarantee for the remaining two-third of the amount. Accordingly, the Company had deposited the tax. Thenafter, the Company has filed a special leave petition before the Supreme Court on July 23, 2012. The total amount involved is Rs. 861.2 million which has been deposited by the Company under protest. The Supreme Court passed an interim order on October 15, 2012, whereby the Company was directed to deposit 50% of the amount by way of cash. An amount of Rs. 130 million as bank guarantee has already been deposited. The matter is currently pending.

11. The levy of tax in respect of Baga plant of the Company located in tax free zone was challenged by the Company before the High Court of Himachal Pradesh in light of rule 19.1 of incentives rules which provided for exemption to industrial units in tax free zone from state taxes for 10 years. The assessing authority, Shimla had not allowed the exemption of entry tax and assessed the tax at Rs. 70.2 million for 2010-2011 and 2011-2012 and directed deposit of one-third of the amount thereof and bank guarantee for two-thirds of the amount as per the order passed in the writ petition challenging the constitutional validity of entry tax. The matter was heard before the High Court of Himachal Pradesh on June 27, 2013 wherein the court disposed off the petition with the direction that an appeal be filed before appellate authority i.e. additional commissioner, excise and taxation, Shimla. As a result, appeals have been filed before additional commissioner, excise and taxation, Shimla along with application for dispensing with the pre-deposit condition. The matter is currently pending.

12. The government of Uttar Pradesh imposed an entry tax at the rate of 2 per cent on the value of the cement with effect from May 16, 2003 by notification dated May 9, 2003, which was challenged by the Company before the High Court of Allahabad. The High Court pursuant to an order dated January 8, 2007 held the above notification to be *ultra vires*, which was confirmed by the Supreme Court by an interim order dated April 17, 2007. The Supreme Court directed that the matter be tested on certain parameters to ascertain whether the imposition of entry tax was compensatory in nature and hence the matter was referred to a larger bench of the Supreme Court. The matter is currently pending.

13. The department issued show cause notices dated March 27, 2009, November 27, 2009 and March 12, 2010 seeking clarifications from the Company in relation to its export of cement to Nepal contending that clearances for export of cement to Nepal should have been made at the tariff rate mentioned in the Central Excise Tariff Act 2011-2012 and not at *ad-valorem* rate as given in the government notification bearing number 4 of 2006. This was disputed by the Company before the commissioner of appeals on December 9, 2010, which upheld the contentions raised by the department in the show cause notice. In pursuance of the same, the Company filed an appeal before the CESTAT (Appeal) on March 12, 2011 which granted a stay in the matter. The total amount involved in the matter is Rs. 316.9 million. The matter is currently pending.

14. The assistant commissioner, central excise and service tax division issued a notice to the Company on August 26, 2010 directing the Company to pay Rs. 159.70 million alongwith interest, in relation to its acquisition of the Uttar Pradesh State Cement Corporation Limited (in liquidation) on a going concern basis. The Company filed a writ petition before the Allahabad High Court on September 15, 2010, which stayed the impugned demand pursuant to an order dated September 17, 2010. The matter is currently pending.

15. Three show cause notices dated April 19, 2011, April 21, 2011 and October 20, 2011 respectively were issued by the commissioner of service tax, New Delhi imposing service tax on certain of the Company's hydro electric projects, educational institutes, renting of immoveable property and machinery rental amounting to Rs. 7,144.80 million, excluding interest and penalty. Replies were filed and personal hearing was thereafter granted subsequent to which the above demand was dropped. The Customs, Excise and Service Tax Appellate Tribunal has gone in appeal against the above action of the commissioner of service tax dropping the earlier demand raised. The matter is currently pending.

16. The Company had installed three diesel generator sets having a capacity of 4 MW each which commenced operation from April 1, 1988 and further installed three other generating sets having a capacity of 5.8 MW each which commenced operation on July 1, 1991. The government of Madhya Pradesh issued a notification on November 6, 2002 granting exemption from payment of electricity duty for five years ('Charges'), for generator sets installed after the date of the notification. The chief electrical inspector however, only granted them partial exemption from the Charges on the ground that the Company's generating sets were installed prior to the date of notification and as such the period falling prior to the notification date was deducted from the period of five years for which the exemption was available. Therefore, the Company filed a writ petition in 2003 before the High Court of Madhya Pradesh praying that the chief electrical inspector, Bhopal be directed to compute the electricity duty as per the notifications and an interim relief of stay on the order of the chief electrical inspector, Bhopal for payment of the electricity duty. The matter is currently pending.

17. The Company's plants at Rewa and Bela set up three captive thermal power plants ('CPPs') in Rewa district and by a letter dated May 20, 2006, sought a customized package as per the provisions of the Madhya Pradesh Industrial Promotion Policy, 2004. The principal secretary, Commerce, Industry and Employment, government of Madhya Pradesh, pursuant to a letter dated August 8, 2006 exempted CPPs from the payment of electricity duty for a period of 10 years. However, recovery notices dated March 21, 2012 and February 23, 2012 were issued towards electricity duty along with surcharge levied thereon, for contravention of the provisions of the rules of government of Madhya Pradesh. Thereafter, the Company approached the High Court of Madhya Pradesh by way of a writ petition on April 12, 2012 whereby stay was granted by the High Court of Madhya Pradesh by an order dated April 13, 2012. The matter is currently pending.

18. The state government of Uttar Pradesh issued a notification under section 4 of the Indian Forest Act, 1927 notifying 253 hectares of mining lease land of the Company in village Markundi (Ghurma mines) ("**Land**") as reserved for forest. The Company filed an objection against the same before the forest settlement officer, which declared the Land as non forest land. In a *suo moto* appeal, the district judge affirmed the order of the forest settlement officer on November 28, 2008. A review petition was filed by the divisional forest officer, Mirzapur against the Company before the district judge, Sonebhadra challenging the order dated November 28, 2008. The matter is currently pending.

19. The sarpanch of gram Sumeda, through Ms. Snehalata Singh (sarpanch) and others filed a suit against the manager, Rewa plant and another before the civil judge – 4, Rewa on May 14, 2012 for a permanent injunction on alleged mining activities carried out by the Company on the illegal mines, as such mining activity was being carried out without necessary permission. Further, the usage of roads for heavy vehicles by the Company was allegedly causing pollution and having an adverse impact on local residents and livestock. A reply has been filed by the Company in the matter. The matter is currently pending.

20. The Company paid late service tax alongwith interest on services received from abroad for raising funds through external commercial borrowings by way of foreign currency convertible bonds and foreign currency expenditure. A show-cause notice for a demand of Rs. 151.21 million was issued in that regard on the Company on account of banking and financial services, consulting engineer services, amongst others, of which only amounts of Rs. 28.15 million and 1.80 million were later confirmed by the office of the commissioner of service tax. Since the confirmed amount was already paid by the Company during investigation, the commissioner of service tax, upon hearing, quashed the show cause notice. A review petition in that regard has now been filed by the department of service tax. The matter is currently pending.

21. The residents of village Bhalag had filed a writ petition in the High Court of Himachal Pradesh, Shimla seeking issuance of appropriate directions to the Company for taking adequate safety measures at its Baga plant to for dumping of debris/muck by the Company and damage cause to the water and other natural resources. The High Court has directed the environment and pollution control board of the state of Himachal Pradesh at Shimla to depute a competent officer to the site to conduct local inspection and submit a report to the court. The matter is currently pending.

22. Mr. Sita Ram has filed a writ petition against the state of Himachal Pradesh and others in the High Court of Himachal Pradesh, Shimla seeking a direction to the state to declare the land leased out to Company as illegal and cancel the lease of 185 bighas comprised in khasra number 60 and 292, the government land situated at village Sehnali, diverted by Ministry of Environment and Forest, Government of India, New Delhi to the Company for mining activities. The petitioner alleged the said lease of land to the Company was illegal and arbitrary since the land fell under the category of common land used by the villagers for the purposes of grazing their cattle and so on, and that the village was notified as a backward area by the government by a notification dated June 16, 1995. The matter is currently pending.

23. Himachal Pradesh State Pollution Control Board had filed a complaint against the Company for violations of the provisions of the Environment Protection Act, 1986, Air (Prevention and Control of Pollution) Act, 1981and Water (Prevention and Control of Pollution) Act, 1974 in relation to the Baga cement plant of the Company, on account of increase in clinker production capacity from 2.05 MTPA to 3.5 MTPA without obtaining the environmental clearance as required under the Environment Impact Assessment Notification, 2006. The matter is currently pending.

24. The Company received four notices issued by the district magistrate, Sonebhadra and Mirzapur on March 30, 2010 under section 33/47-A of the Indian Stamp Act, 1899 (the "Stamp Act") in respect of a sale certificate executed by the official liquidator pursuant to the order passed by the High Court of Allahabad in favour of the Company in its Dalla, Ghurma (Markundi and Makaribari), Churk and Chunar units, now being contested before the court of the district collector, Sonebhadra and Mirzapur. The Company had filed its objection before the respective district collectors on April 5, 2010 and April 16, 2010. The total amount involved is Rs. 367.20 million, against which Rs. 80.04 million stamp duty has already been paid by the Company. In a similar matter relating to property situated at Lucknow forming part of the same transaction, the issue of stamp duty was decided in favour of the Company in the appeal to the board of revenue. The matters are currently pending before the district magistrate, Sonebhadra and Mirzapur.

25. The Company has filed a petition under section 229(b) of the Uttar Pradesh Zamindari Zamindari Abolition and Land Reform Act, 1950 before the sub-divisional magistrate, Sonebhadra for declaration of title of land pertaining to Dalla cement plant of the Company. The land is in possession of the Company. The matter is currently pending.

26. The commissioner, customs and central excise department, Bhopal (the "**Department**") issued a show cause notice dated July 12, 2006 demanding duty on the sale of cement to various categories of buyers by the Company in the 'Not For Retail Sale' bags in relation to the Bela and Rewa cement plants of the Company. The Department's contention was that the various categories of buyers would not fall under the category of "industrial/ institutional customers" and as such duty was payable on the 'maximum retail price' basis and not on a concessional basis as per the notification bearing number 4/2007 dated March 1, 2007. The Department pursuant to an order dated July 29, 2010 partly upheld the Company's contention and confirmed the amounts payable by the Bela and the Rewa cement plants. The Department has filed an appeal against this order before CESTAT, New Delhi. The amount involved in the matter is Rs. 84.83 million. The appeal is currently pending.

27. Two writ petitions (4240/08 and 8585/06) have been filed by Kshetriya Jan Smasya Smadhan Samiti against the Union of India and other including the Company for a direction to conduct an enquiry by a government appointed committee in respect of excess land leased out to the Company in Rewa district and, seeking a stay over further grant of lease and mining activities carried out by the Company. The matters are currently pending.

28. The state government of Madhya Pradesh granted mining lease in favour of Company over an area of 470.941 hectares in village Naubasta, Kachur Atrauliand Garhwa, Rewa, Madhya Pradesh on December 8, 2006. Aggrieved by the same, a several writ petitions under article 226 of the 'Constitution of India' were filed before the High Court of Madhya Pradesh which were dismissed on March 13, 2009 against which the petitioners have filed a special leave petition challenging the provisions of section 10 and 24-A of the Mines and Minerals (Development and

Regulation) Act, *1957* and rules 22 and 26 of the Mineral Concession Rules, 1960 whereby the lease was granted as *ultra vires* and seeking quashing the order dated December 8, 2006 of the government of Madhya Pradesh. The issue that arose in the instant case was whether the consent of the surface owner and opportunity of hearing to such owner is mandatory before execution of the lease deed by the state government. The matter is currently pending.

29. The Himachal Pradesh High Court in an order dated May 4, 2012 imposed damages aggregating Rs. 1,000 million, to be paid in four equal installments until March 31, 2015, on the Company for violation of various provisions of environmental laws in the state of Himachal Pradesh in relation to its grinding and blending unit at Bagheri. In addition, the High Court of Himachal Pradesh has ordered the Company to dismantle the thermal power plant attached to the grinding unit within three months from the date of the order. The review petition filed by the Company was also dismissed. The Company filed a special leave petition before the Supreme Court on August 3, 2012 against the order of the High Court dated May 4, 2012. The special leave petition has been admitted by the Supreme Court. However, while disposing of the Company's interim application for stay, the Supreme Court has ordered the Company to deposit the amount of damages with the government of Himachal Pradesh as per installments as specified in the impugned order and also ordered the hearing of the special leave petition to be expedited. The Company has deposited Rs. 750 million with the government of Himachal Pradesh, as per the said order, subject to the final outcome of the appeal. Based on the notification issued by the Ministry of Environment and Forests in 1999, the Company's view was that it did not require any environmental clearances for setting up a grinding and blending unit. During the course of the proceedings before the High Court of Himachal Pradesh and the Supreme Court, the Ministry of Environment and Forests has also, pursuant to affidavits, confirmed the understanding of the Company that no environmental clearances were required. In respect of dismantling the captive thermal power plant, since the Company had only undertaken civil works and as the plant had not been set up, there was no further action required on the part of the Company to dismantle it. The matter is currently pending.

30. The Haryana State Pollution Control Board has filed a complaint against the Company under sections 21, 22, 37 and 38 of the Air (Prevention and Control of Pollution) Act, 1981 (the "**Air Act**") in relation to mining in three mines in Bhiwani district, which were taken on lease by the Company ("**Mines**"). The Company had leased the Mines from the Mining and Zoology Department, Hissar, Haryana in an auction held by the government of Haryana on April 2, 2007 for a period of three years for extracting stone used for construction of roads. However, in accordance with a decision of the High Court of Punjab and Haryana, mining activities in the said area was stopped. Accordingly, work by the Company was stopped too. Subsequently, the concerned authority levied a fine on the Company for commencing the mining activity without having obtained the requisite license under the Air Act and filed the current complaint before the special environment court at Faridabad on January 16, 2009, on which a decision is now awaited. The matter is currently pending.

31. Mr. Ashwani Kumar Dubey filed an application (276/2013) before the National Green Tribunal (NGT) on September 9, 2013 seeking restraining orders against the Dalla cement factory plant and Nigrie power plant from running the industries without prior consent/sanction and approval by the respective state pollution boards regarding installation of modern device technique for controlling / minimizing pollution. The Company submitted that the plants of the Company were well equipped with modern device and equipments, emissions were much lower than the permitted levels, and possessed all permission/consent from the relevant authority. The NGT directed the parties to commission the reverse osmosis plants of 1000 lph capacity. Further, the NGT has constituted a committee to conduct the survey to find out the extent of pollution, contributors of pollution, and remedies and steps required for restoration of the environment and prevention of pollution. The matter is currently pending.

32. Mr. Vikrant Kumar Tongad has filed an application against the Union of India with regard to the excess use of ground water and the consequential depletion of underground water levels in Noida and Greater Noida by the Company. The National Green Tribunal has issued a notice to the Company dated August 22, 2013 in relation to the same. This matter is currently pending.

33. The Company filed an appeal before the High Court of Madhya Pradesh against the order dated December 15, 2005 passed by the commissioner of central excise in relation to dutiability of parts of gate supplied to the Company for construction of its dam. The High Court of Madhya Pradesh by its interim order dated September 16, 2008 directed payment of 50 per cent of the duty on removal of such part and execution of surety on the remaining 50 per cent. The total amount involved in the matter is Rs. 85.48 million. The matter is currently pending.

34. Alstom Power Generation AG and others ("**Alstom**") filed a suit before the High Court of Bombay alleging negligence by the Jaiprakash Hyundai Consortium of which the Company was a member, as a result of which while working as electro-mechanical contractors at the Nathpa Jhakri project of the Company losses were suffered by Alstom upon flooding of the project site, seeking damages. The matter is currently pending.

35. A writ petition was filed by Banketeshwar Chaturbedi against the state government of Uttar Pradesh before the High Court of Allahabad on April 18, 2011 seeking direction from the court against the state government of Uttar Pradesh to renew the prospecting license for an area of 5.63 hectares in relation to mining lease of limestone in village Billi, Markundi, Sonebhadra. The Company was impleaded as a party in the petition and it was contended that the area in question formed an integral part of the sale of the assets of Uttar Pradesh State Cement Corporation Limited, which was under liquidation and the Company was thus entitled to various reliefs and concessions. By an order of the court dated October 12, 2007, the state government renewed and transferred the land to the Company. The matter is currently pending.

36. The Kshetriya Jan Samasya Samadhan Samiti filed a public interest litigation in 2008 against the Union of India and others before Madhya Pradesh High Court alleging that mining activities carried out by the Company were adversely affecting various surrounding villages from which villagers were being displaced. It was contended that lease was granted over thousands of acres of land for mining purposes which would take several decades for development, thereby adversely affecting conditions of livelihood and hygiene of the environment. As a result, the petitioner prayed that a committee be constituted for inquiring into the excess land illegally leased out to the Company and seeking an order restraining the government from granting any further lease rights to the Company and cancellation of the excess land granted in favor of the Company The matter is currently pending.

37. Mr. Chandrashekhar Singh filed a public interest litigation in 2007 against the Company and others before the High Court of Madhya Pradesh alleging that the mining lease granted to the Company in villages Dengarahat, Devmau Daldal and Chormaari in Satna, would adversely affect chances of employment, conditions of livelihood and hygiene of the environment and the local community. As a result, the petitioner prayed that that the order permitting grating mining rights to the Company be quashed. The matter is currently pending.

38. The Jal Upbhokta Sanstha, Bankuiyan Naubasta Bandh filed a writ petition in the year 2007 against the Company and others before the High Court of Madhya Pradesh challenging the land acquisition order dated August 10, 2006 whereby the Company was granted land for mining activities in the villages of Sekarvat, Danhi, Akrauli, Kachur, Sumeda, Naubasta and others, which were earlier allotted to the department of water resources. The petitioner contended that the allocation of land to the Company was against the public interest, as such mining activities would damage canals and adversely affect the local agricultural area. As a result, the petitioner prayed that the order dated August 10, 2006 be quashed and compensation be granted in their favor. The matter is currently pending.

Criminal Cases

1. The Madhya Pradesh Pollution Control Board, Rewa, has filed a criminal case before the chief judicial magistrate against the Sidhi cement plant of the Company, through its occupier, on December 14, 2011, with respect to its captive thermal power plant under section 200 of the Criminal Procedure Code, 1973 read with section 15 of the Environment (Protection) Act, 1986 alleging that the Company had started work on its proposed 2x60 MW coal based thermal power plant at Kariajhar - Majhgawan village in Sidhi, Madhya Pradesh without obtaining the necessary environmental clearances from the Ministry of Environment and Forests and further

alleging that the Company was directed to stop the construction and installation work. The matter is currently pending.

2. A complaint was lodged by the state of Punjab, against the Himachal cement blending unit of the Company at Bagheri including Mr. K. K. Talwar, senior executive of the plant on account of violation of sections 4 and 5 Punjab Land Preservation Act, 1900. Another, first information report was lodged against Mr. K. K. Talwar on May 15, 2010, for the above infringement. It was alleged that as a result of dumping of clinker in the land acquired by the Company for setting up of a clinker dump for its Bagheri cement plant where, by notification dated April 19, 1990 of the state government of Punjab, upon a certain portion of the land declared by the state as protected land, certain activities were prohibited for a period of 20 years under section 4 of the Punjab Land Preservation Act, 1900. The case of the state was that the dumping of clinker was prohibited under the said notification, which has been contested on the ground that the notification clearly delineated the activities which were prohibited and none of the activities were conducted on account of dumping of the clinker. The proceedings in the matter had commenced before the civil judge, Anantpur which were subsequently challenged by Mr. K.K. Talwar before the High Court of Punjab and Haryana. The High Court has stayed the criminal proceedings pending before the civil judge, Anantpur . The matter is currently pending.

3. The state of Madhya Pradesh filed a complaint against the Company before the additional chief judicial magistrate in relation to certain violations under section 26(1)(j)A and section 63G of the Indian Forest Act, 1927 on April 25, 2010. It was alleged that certain officials of the Company were illegally and arbitrarily digging a canal in a forest area which damaged a forest pillar. Bail has been granted to all the accused and the charge sheet is in the process of being framed. The matter is currently pending.

4. A complaint was filed by the state of Punjab against the Company in relation to its Bagheri cement plant at village Dehni, Anantpur, Ropar for violation of the land preservation law as a result of dumping of clinker and construction of way through the forest land without the requisite permission from the relevant state authorities. It was alleged that the Company violated the provision of Land Preservation Act, 1900, Indian forest Act, 1927 and Forest Conservation Act, 1980 and direction of Supreme Court dated December 12, 1996. The matter is currently pending.

5. There are various other criminal cases and complaints filed against the Company involving, amongst others, its employees, contractors and drivers engaged on behalf of the Company, before various courts in India. Amongst others, cases have been filed by relatives of individuals who lost their lives due to alleged on-site negligence or in road accidents or other form of accidents while they were employed in the business of the Company and its Subsidiaries. Some cases also involve death of individuals by alleged rash and negligent driving of drivers employed by the Company and pollution of the environment. These matters are currently pending.

Potential Litigations

1. A show cause notice (S22/2/2013-SIIB(Pf22) was issued by the office of the commissioner of customs, Vishakhapatnam against the Company on April 18, 2013 demanding Rs. 61.40 million against differential duty of custom on account of reclassification of imported coal as bituminous coal as against steam coal. The Company has replied to the show cause notice by a letter dated October 8, 2013. The Company has not received any further communication in the above matter.

I(B) By the Company

Civil Cases

1. The Company has filed a special leave petition before the Supreme Court on September 26, 2011 against the High Court of Allahabad's order dated July 18, 2011 which directed the Company to pay the fee imposed by Zila Panchayat, Sonabhadra for the period 2007 to 2011 on the transportation of limestone from the mining pit forming part of the mining lease area of the

Company, to the factory premises of the Company. The total amount involved is Rs. 60.56 million. The matter is currently pending.

2. The Company has filed a special leave petition before the Supreme Court on January 18, 2012 seeking stay over the High Court of Allahabad's order which directed the Company to pay transit fee on transportation of forest produce including, amongst others, coal, iron ore and gypsum bought from within the state and outside. The total amount involved is Rs. 382 million. The Supreme Court has stayed the demand of transit fee on forest produce brought from outside the state. The matter is currently pending.

3. Pursuant to a notification dated August 11, 1993, all cement manufacturers were required to pay royalty on the basis of 1 tonne limestone equivalent to 1.6 tonne cement. This notification was challenged by the Company before the High Court of Madhya Pradesh, which was dismissed by the court by an order dated May 13, 2002. Subsequently, three letters patent appeals have been filed by the Company, against the state of Madhya Pradesh and the collector, Rewa in May 2002 against the above order. The matters are currently pending.

4. The Company purchased the assets and other rights of erstwhile Uttar Pradesh State Cement Corporation Limited (in liquidation) through the court sale conducted by the official liquidator under the supervision of the High Court of Allahabad. The sale properties included mining leases which were ordered by the High Court to be renewed and transferred in favour of the Company by order dated October 12, 2007. While the transfer/renewal of mining leases was under process viz., settlement proceedings and issue of notifications under section 20 of the Indian Forest Act, 1927, a letter was issued by the Central Empowered Committee ("CEC") on September 8, 2008 directing the Uttar Pradesh government to ensure that no land notified under section 4 of the Indian Forest Act, 1927 be allowed for mining and for other non forest use without the prior approval of the Supreme Court. The state of Uttar Pradesh filed an application (I.A. number. 2469 of 2009) on January 5, 2009 in the matter of T.N. Godavarman Thirumalpad against the Union of India and others, seeking to permit the state government to renew the mining leases to comply with the judgment of the High Court dated October 12, 2007 as the lands for mining purpose fall under the category of non forest land after the settlement under the provisions of the India Forest Act, 1927. The CEC submitted its response on August 7, 2009. Subsequently, the Company filed an interim application before the Supreme Court on October 23, 2010 seeking impleadment and a direction that the state government renew and transfer the mining leases in accordance with the terms of the court sale as also the direction of the High Court. The matter is currently pending.

5. The Company has filed a special leave petition dated July 28, 2008 against the state of Madhya Pradesh and others before the Supreme Court of India challenging the order of the Madhya Pradesh High Court dated May 15, 2008 which upheld the validity of the provisions of the Entry Tax Act, 1976 providing for payment of tax on manufacture of cement or in the course of inter-state trade of commerce or in the course of export out of the territory of India. The Supreme Court of India has clubbed various petitions all over India and by its order dated September 15, 2008 ordered that cement companies are liable to make a payment of 50 per cent of entry tax liability in cash and 50 per cent by way of a bank guarantee, refundable in the event of the special leave petition being upheld. Further, by an order dated December 18, 2008, the matter has been referred to a larger bench in terms of article 145(3) of the Constitution of India, 1950. The amount involved in the matter against the Company in relation to its Rewa, Bela and Sidhi plants is Rs. 2 billion. The Company has deposited an amount of Rs. 1.10 billion. The matters are currently pending.

6. The Company has filed a special leave petition dated March 12, 2012 against the state of Madhya Pradesh and others before the Supreme Court of India challenging the order of the High Court of Madhya Pradesh dated February 7, 2012 which dismissed the Company's writ petition challenging the circular dated June 10, 2008. The said circular directed the assessing officer not to allow for exemption from value added taxes on inter-state sale if form 'C' was not produced by the assessee. The Supreme Court has by its order dated March 15, 2012 granted a stay on the order of the High Court of Madhya Pradesh. The matter is currently pending.

7. The Company has by a writ petition (5942/12) challenged the legality and validity of demand notice dated February 23, 2012, March 21, 2012 whereby an amount of Rs. 1.06 billion was sought to be recovered by the department of electricity from the petitioner on the premise that the petitioner unduly sought to avail exemption from payment of electricity duty. A stay has been granted by the High Court of Madhya Pradesh against the recovery of the above amount. The matter is currently pending.

8. The Company has filed a writ petition before the High Court of Madhya Pradesh on December 3, 2012, challenging the legality and constitutional validity of the Madhya Pradesh Value Added Tax (Amendment) Ordinance, 2012 dated September 13, 2012, pursuant to which section 9C of the Madhya Pradesh Value Added Tax Act, 2002 was amended and the authority of tax determination and collection were delegated upon a private entity, a function typically under the domain of sovereign function of the state and therefore non-delegatable. The matter is currently pending.

9. The Company has filed a writ petition against the Central Board of Excise and Customs whereby in relation to the execution of dam, tunnel, road and bridge by sub-contractors, upon a clarification being sought by the Company, the Central Board of Excise and Customs had stated that no exemption on duty payable was available for execution of work through sub-contractors, though available if directly contracted. The company has challenged the clarification in the before the High Court of Delhi by way of a writ petition. The matter is currently pending.

10. The Company has filed a suit against Mr. Babu Ram and others before the civil Judge, junior division, Arki seeking permanent prohibitory injunction against the defendants from causing any interference and changing the nature of the government/forest land diverted by the Ministry of Environment and Forest for the Himachal cement plant of the Company for mining activities. The matter is currently pending.

11. The government of Uttar Pradesh issued the Uttar Pradesh Tax on Entry of Goods into Local Areas Ordinance 2007 (the "Ordinance") in place of the Uttar Pradesh Tax on Entry of Goods Act, 2000 with retrospective effect. The Company challenged the Ordinance before the High Court of Allahabad, which pursuant to an order dated December 23, 2011, confirmed the validity of the Ordinance. The Company thereafter filed a special leave petition against the order dated December 23, 2011 before the Supreme Court. The Supreme Court by an interim order dated January 18, 2012 stayed the above order with a direction to the Company to deposit 50 per cent of the accrued liability/ arrears in cash and submit a bank guarantee for the balance amount. The Company as of March 31, 2014 has deposited Rs. 911.60 million and submitted a bank guarantee of Rs. 772.30 million. The matter has been referred to a larger bench of the Supreme Court. Various other similar matters also are currently pending before the Supreme Court, subject to adjudication of the above matter.

12. The government of Uttar Pradesh, by notification dated October 14, 2004, withdrew the notification dated February 27, 1998 which granted rebate on tax on sale of fly-ash based cement manufactured and procured within Uttar Pradesh. The above notification was challenged by the Company before the High Court of Allahabad with respect to its Ayodhya grinding operations and cement blending unit at Tanda, Ambedkar Nagar and Sadva Khurd areas of Allahabad (together "**Units**"). The High Court of Allahabad by an order dated March 29, 2010 decided the matter in favour of the Company in respect to its Ayodhya grinding operations. Thereafter the state of Uttar Pradesh filed a special leave petition before the Supreme Court, which stayed the above order on July 6, 2011. The writ petition with respect to the cement blending unit is still pending before the High Court of Allahabad. The disputed tax for the period from October 15, 2004 to December 31, 2007 in respect of the Units involve an amount of Rs. 537.67 million, which has been deposited under protest with the concerned department of the government of the Uttar Pradesh. The matter is currently pending.

13. The Company has filed revision petition before the Mines Tribunal, New Delhi against an order dated November 3, 2011 passed by the state of Madhya Pradesh whereby the state government rejected prospective license to the Company over an area of 243.431 hectares in village Mungwari and Karmou, district Satna, Madhya Pradesh. The matter is currently pending.

14. The Company has filed a revision petition before the Mines Tribunal, New Delhi against an order dated February 22, 2013 passed by the state of Madhya Pradesh whereby the state government rejected prospective license for Bauxite to the Company over 177 hectares of land in village Katai, Dodai, Barahkalan, district Rewa. The matter is currently pending.

15. The Company has filed an appeal before additional commissioner, Noida after the assessing authority rejected its representation which was made to pass an order under section 34(2) of the Uttar Pradesh Value Added Tax Act, 2008 directing Jaypee Infratech to deduct tax at source from the payment made to the Company as contractor. The case is currently pending.

16. The Company has filed a writ petition before the High Court of Himachal Pradesh, Shimla challenging the validity of Himachal Pradesh Tax on Entry of Goods into Local Area Act, 2010 contending that the same was violative of article 301 of the Constitution of India, being a direct impediment to the free flow of goods from one state to another. The High Court of Himachal Pradesh has granted a stay in the matter on the condition that one-third of the amount be paid as deposit. The matter is currently pending.

17. The Company has filed an appeal before additional commissioner (appeal), Noida, challenging taxability of boulder being imported from Haryana for road/real estate projects by the assessing authority under various heads in excess of Rs. 140 million under the Uttar Pradesh Value Added Tax Act, 2008. The additional commissioner (appeal), Noida ruled in favour of the Company, against which the department of income tax has filed an appeal before the commercial tax tribunal. The matter is currently pending.

18. The Company has filed two civil revision petitions (140/07 and 141/07) against the state of Madhya Pradesh and others before the High Court of Madhya Pradesh challenging the order passed by Madhya Pradesh Arbitration Tribunal, Bhopal dismissing the claim of the Company amounting to Rs. 334.50 million for construction works undertaken in relation to narmanda sagar project. The matter is currently pending.

19. The Company has filed an appeal against Mr. Mehar Chand and others before the additional and sessions Judge, Solan, Himachal Pradesh for staying an order dated November 2, 2010 passed by the civil judge, Arki for maintaining *status-quo* in relation to the land acquired under the Land Acquisition Act, 1894. The Company has further contended that Mr. Mehar Chand and others have been causing interference in the beneficial use of the acquired land. The matter is currently pending.

20. The Company has filed a suit against Pinku Ram and others (defendants) before the civil judge, junior division, Arki seeking permanent prohibitory injunction for restraining the defendants from interfering with the smooth functioning of water supply equipment installed by the Company from Padiyar and Treda water sources (Satluj River) relating to the Himachal cement plant of the Company. The civil judge (junior division) Arki passed an *ad-interim ex-parte* order against the defendants and further directed them to restrain from obstructing/damaging and disrupting the water Supply from Padiyar. The matter is currently pending.

21. The Company has filed a writ petition (1151/13) challenging the notice of demand for payment of royalty and interest on the basis of quantity determined as per notification dated August 11, 1993 on the basis of weight recorded in the weight bridge installed in mines and weight feeders of the Company. The matter is currently pending.

22. The Company has filed a petition under articles 226 and 227 of the ‘Constitution of India’ challenging demand notice dated April 1, 2013 aggregating to Rs. 57 million issued by the executive engineer, Rewa. Stay has been granted by the High Court of Madhya Pradesh against 50 per cent of the amount of penalty deposited. The matter is currently pending.

23. The Company has filed an appeal (ST/58718/2013) in the CESTAT against the order of the commissioner for quashing the service tax demand on hydro electric projects of the Company. The Company has contended that since service tax on execution of dam, tunnel, bridge and non-commercial projects is exempted, accordingly, no tax is required to be paid on the above

activities involved in Karcham, Vishnuprayag and other such projects. The amount involved in the matter is Rs. 6.21 billion. The matter is currently pending.

24. Consequent to commissioning of a captive power plant by the Company at Rewa, the Company gave one month's notice under the Electricity Supply Code 2004, for termination of the agreement dated November 26, 1984 between Madhya Pradesh Poorv Kshetra Vidyut Vitaran Company Limited ("**MPPK**") and the Company ("**Agreement**") and permanent disconnection of power supply effective August 30, 2006. MPPK did not accept the notice of termination and stated that the power supply to the Rewa plant shall continue. The Company challenged the same before the High Court of Madhya Pradesh which was disposed of by an order dated October 14, 2008 holding that the Agreement was not terminated as per the provisions of the Agreement, and that MPPK could issue demand notices for realisation of energy bills. This order was further upheld in an appeal before the division bench of the High Court, which by its order dated June 22, 2009 ordered that the Agreement was not terminated and the provisions of the Electricity Supply Code 2004 had no application to such agreements. Thereafter, the Company filed a special leave petition before the Supreme Court which granted leave against recovery of the disputed amount provided that an amount of Rs. 100 million be deposited pending disposal of the matter. On March 18, 2011, the court permitted the Company to terminate the Agreement by giving a three months' notice. The matter is currently pending.

II. Litigations Involving the Subsidiaries

Civil Cases

1. A writ petition was filed by Mr. Raza Ahmad against the government of Chhattisgarh and others including the BJCL before the High Court of Chhattisgarh in relation to establishment of a 2.2 MTPA cement plant at Bhilai to manufacture cement in pursuance whereof BJCL had entered into a joint venture with Steel Authority of India Limited, for which environment clearance was granted on May 1, 2008. Mr. Raza Ahmad alleged that the construction of the plant was done without obtaining the requisite permissions and sought restoration of the green belt area to its original state as was prior to the construction of the cement plant. The said petition was disposed off by the High Court of Chhattisgarh and the matter was referred to the National Green Tribunal. The National Green Tribunal dismissed the petition on August 2, 2013. Against the said order, Mr. Raza Ahmad has filed a special leave petition before the Supreme Court of India. The matter is currently pending.

2. BJCL has filed a suit against Mr. Dharmendra Singh before the additional district judge, Satna for specific performance of agreement to sale of 0.09 acre land of railway siding executed in favour of BJCL by Mr. Dharmendra Singh, wherein the registration of deed was later on refused by him. The Company has sought registration of sale deed through the court and restraining Mr. Dharmendra Singh from interfering with the work of railway siding. The matter is currently pending.

3. BoJCL had under the terms of its agreement with South Eastern Railway executed railway work on railway land costing Rs. 253 million. BoJCL had submitted application to the railways for 10 per cent freight discount on the total investment of Rs. 253 million in terms of the freight marketing circular number 1 of 2012 on siding matters, which was refused by the railways. A petition against the same has filed by BoJCL before the board of railways. The matter is currently pending.

4. Three income tax appeals in respect of assessment years 2011-2012, 2012-2013 and 2013-2014 against Jaypee Infratech are pending before the CIT(A), Noida in relation to non-deduction of tax-deduction-at-source under section 201(1)/201(1A) of the Income Tax Act by the assistant commissioner of income tax, Noida. The amount involved is set out below:

Assessment year	Amount (in Rs. million)
2011-2012	104.40
2012-2013	84.10
2013-2014	70.33

5. An income tax appeal for the assessment year 2011-2012 before the CIT(A), Noida involving Jaypee Infratech is pending against the order under section 143(3) of the assistant commissioner of income tax, Noida in relation to the disallowance of Rs. 17,929.60 million under section 80IA of the Income Tax Act. The matter is currently pending.

6. An income tax appeal for the assessment year 2009-2010 before the ITAT, New Delhi involving Jaypee Infratech is pending against the order under section 263 of the Income Tax Act by CIT(A) setting aside the original assessment order under section 143(3) by the commissioner of income tax directing to make a *de novo* regular assessment.The matter is currently pending.

7. Three income tax appeals in respect of assessment for the years 2009-2010, 2010-2011, and 2011-2012 involving HEL is pending before the CIT(A), Pinjore, Kalka in relation to addition made in assessment under section 143(3) of the Income Tax Act by the income tax officer on account of interest on fixed deposit receipt under the head 'other sources' instead of 'income from profit and gains of business'. The appeals are pending disposal before the CIT(A) Pinjore, Kalka. The amounts involved have been paid up. The matter is currently pending. The addition made to the assessment by the income tax officer is set out below:

Assessment year	Amount (in Rs. million)
2009-2010	17.61
2010-2011	16.95
2011-2012	24.00

8. Two income tax appeals involving JPSI for the assessment years 2011-2012 and 2012-2013 are pending before the CIT(A), Noida in relation to non-deduction of tax-deduction-at-source under section 201(1)/201(1A) of the Income Tax Act by the assistant commissioner of income tax, Noida amounting to Rs, 104.77 million and Rs. 75.54 million. Another income tax appeal involving JPSI for the assessment year 2011-2012 is pending before the CIT(A), Noida in relation to disallowance made in regular assessment under section 143(3) of the Income Tax Act by the assistant commissioner of income tax, Noida The amounts involved have been paid up. The matters are currently pending.

9. Deputy commissioner, commercial tax by its assessment order (15/ET/11) dated August 14, 2013 imposed entry tax on lime stone, coal, iron steel, lube and others purchased by BJCL for the period 2010-2011, since entry tax exemption certificate for the given period was not obtained by the company then, and until August 16, 2013. BJCL approached the High Court of Madhya Pradesh which by its order dated October 25, 2013 provided that BJCL may avail remedy against the above order of the deputy commissioner by approaching the appellate authority and that the appellate authority shall consider this as an exceptional case. The amount involved in the matter is Rs. 66.05 million. The matter is currently pending.

10. BJCL has filed a writ petition against the state of Madhya Pradesh challenging the demand of difference of amount of royalty and interest as per lime stone conversion ratio of 1:1.6 raised against BJCL. A stay order against the same has been passed by the High Court of Madhya Pradesh on January 4, 2013. The state government has filed an application for vacation of stay to which BJCL has filed its objection. The matter is currently pending.

11. The Company issued notification of award dated July 20, 2008 in favour of Servotech India Limited for design, manufacture, supply, erection, testing and commissioning of soya/mustard processing plant by January 2010. Accordingly, in terms of the contract and amendments thereto entered into between the Company, JAICO and Servotech India Limited, an agreement was executed between parties, *inter alia,* increasing the value of the contract. However, since Servotech India failed to fulfil its contractual obligations, the Company suffered substantial losses on account of delay. Subsequently, Servotech India Limited filed application under section 9 and 11 of the Arbitration and Conciliation Act, 1996 ("Arbitration Act") before the High Court of Delhi. Application under section 11 of the Arbitration Act has been disposed of; however, an application under section 9 is still pending. Servotech India has claimed a sum of Rs. 80 million to which JAICO has filed a counter claim for a sum of Rs. 104.5 million. The High Court has disposed of the application and appointed Justice R.V. Eswar as the sole arbitrator in the matter. The matter is currently under arbitration.

12. Industrial Employees Trade Union filed a writ petition in the High Court of Karnataka, Gulbarga bench, against JCCL, claiming the remaining 90 per cent backwages as unpaid, as per the recovery certificate issued by the deputy labour commissioner dated March 20, 2003 against erstwhile HMP Cement Limited. According to the order of the debt recovery tribunal, only 10 per cent of the amount of recovery certificate issued by the deputy labour commissioner was to be paid, and the same has been paid to all the employees. The High Court after hearing the matter rejected the writ petitions reserving liberty to the petitioner to enforce the order of the debts recovery tribunal. The amount involved in the matter is Rs. 300 million. The matter is currently pending.

13. ISS Infrastructure Facilities ("**ISS Infra**") has filed a case for grant of injunction restraining JPSI not to use and maintain *status quo* in respect of the instruments and machineries lying at 'buddh international circuit' for amortisation of debt in pursuance of the contract dated August 31, 2011 for construction activities undertaken by ISS Infra till the disposal of the dispute by the court. The matter is currently pending.

14. Mr. Amit Kumar filed a writ petition against the state of Uttar Pradesh, Yamuna Expressway Industrial Development Authority and others, including JPSI before the Supreme Court on September 29, 2011 against the grant of an exemption to JPSI from the payment of entertainment tax under section 11(1) of the U.P Entertainment and Betting Tax Act, 1979, in relation to the formula-I racing event in 2011. The court passed an order dated October 21, 2011, directing JPSI to deposit the amount of entertainment tax payable without considering the abovementioned exemption in a 'no-lien account', pursuant to which Rs. 245.94 million was deposited. JPSI filed an application with the court on April 18, 2012 praying the amount be released in its favour, which was dismissed by the court. Thenafter, the state of Uttar Pradesh filed an application with the Supreme Court on September 25, 2013 seeking leave to withdraw the entertainment tax exemption notification dated June 27, 2011 granting exemption from payment of entertainment tax under the Uttar Pradesh Entertainment and Betting Tax Act, 1979. The matter is currently pending.

15. Mr. Amit Kumar filed an original application (158 of 2013) against the Union of India and others including Jaypee Infratech against the construction being raised within the periphery of 10 kilometres of the Okhla bird sanctuary. The application was disposed of by the National Green Tribunal by an order dated April 3, 2014 ("**Order**") whereby the National Green Tribunal directed that its earlier interim orders as modified subsequently where-under environmental clearances were suspended till grant of no-objection by National Board for Wild Life shall continue till notification is issued by the Ministry of Environment and Forest. The National Green Tribunal has sought, from the Ministry of Environment and Forest, clarification with regard to the latest position consequent to its Order, which has been admitted. Subsequently, on May 30, 2014 an application for modification of the Order was filed by Jaypee Infratech before the National Green Tribunal, which in light of the Supreme Court's decision in Goa foundation (435 of 2012), by its order dated May 30, 2014, disposed off the modification application holding that National Green Tribunal was not an appropriate forum for such review. Thereafter, Jaypee Infratech filed an application before the Supreme Court seeking relief against the Order passed by the National Green Tribunal. The Supreme Court has disposed off the application stating that it had no grounds to interfere with the orders passed by the National Green Tribunal. Jaypee Infratech is in the process of finalizing its next course of action in relation to this matter.

16. JCCL had filed a petition against the state of Gujarat in relation to the legislative competence of the state of Gujarat to enact the Gujarat Cess Act, 2011 whereby the state government of Gujarat had imposed cess on production of electricity from power plants in the state of Gujarat. The High Court of declared the said act to be *ultra vires.* The state of Gujarat has filed a special leave petition against the above order before the Supreme Court. The matter is currently pending.

17. JCCL has filed a writ petition against Gulbarga Electricity Supply Company ("**GESC**") challenging the demand note issued by them wherein they had claimed outstanding dues of erstwhile owner HMP Cement Limited in the amount of Rs. 337.20 million in relation to the Shahabad cement plant. JCCL contended that the said demand raised by GESC on JCCL was

unsustainable since the purchase was made by way of an auction sale, the liability of JCCL was limited to the extent of the amount of auction of the unit. The High Court has passed an interim order dated March 2, 2012 directing the company to deposit an amount of Rs. 50 milllion pending disposal of the matter. The matter is currently pending.

18. JCCL has filed a writ petition against Gulbarga Electricity Supply Company before the High Court of Karnataka, Gulbarga bench for reduction of contract demand from 10,600 kva to 1,000 kva. The writ petition was filed as the Gulbarga Electricity Supply Company refused to reduce the contract demand due to the outstanding arrears of the erstwhile owner. The High Court of Karnataka passed an interim order dated September 22, 2011, directing the electricity company to reduce the contract demand to 1,000 kva. The matter is now being heard with the above matter. The matter is currently pending.

19. JCCL have filed a writ petition against Gulbarga Electricity Supply Company seeking a writ in the nature of mandamus issuing direction to Gulbarga Electricity Supply Company and the Karnataka Power Transmission Corporation permitting laying of additional line of about 5 km (220/110 kv) from JCCL's substation to Gulbarga Electricity Supply Company's substation for evacuation of excess power. The matter was heard with a direction to the chairman, Karnataka Power Transmission Corporation to submit an affidavit with respect to the rules and regulation governing evacuation of excess power. The matter is now being heard with the above matters. The matter is currently pending.

20. The state of Himachal Pradesh has filed a case (7/10) against JPVL before the sub – divisional magistrate (Bhabha nagar district, Kinnaur, Himachal Pradesh) for encroachment of land, by JPVL under the Himachal Pradesh Public Premises and Land (Eviction and Rent Recovery) Act, 1971 for the site of the dam near national highway 22, situated at Mohal Runnang, Nichla khasra number 342 / 1, 346 / 1 and 346 / 2. In its order dated March 7, 2013, the sub – divisional magistrate directed JPVL to pay the lease money to the petitioner for the unauthorized use and occupation of the encroached land amounting to Rs. 561,068 and ordered vacation of the encroached land. The court of divisional commissioner, division - Shimla II by order dated April 11, 2013 stayed the above order dated March 7, 2013. All the above lands are in possession of JPVL however the lands have not yet been leased out to JPVL. Lease for land at Khasra number 342/1 which is a departmental land is under process and has already been submitted to the state of Himachal Pradesh by the Deputy Commissioner, Kinnaur, whereas land at Khasra number 346/1 and 346/2 is forest land for which a diversion proposal under consideration of the department of forest under the Forest Conservation Act, 1980. The matter is currently pending before the court of Divisional Commissioner Shimla II.

21. JPVL has filed a petition before CERC for approval of generation tariff of Karcham-Wangtoo HEP for the period from May 26, 2011 to March 31, 2014 in terms of the settlement agreement entered into between PTC India Limited ("PTC") and Company for withdrawal of ongoing litigations between PTC and Company regarding validity of a PPA dated March 21, 2006 entered into between PTC and erstwhile JKHCL for supply of 704 MW gross capacity and corresponding energy from the Karcham Wangtoo project for a period of 35 years. The matter is currently pending before CERC.

22. The department of Income tax has filed income tax appeal number 4016 of 2013 before the High Court of Himachal Pradesh at Shimla against the order of the Income Tax Appellate Tribunal, Chandigarh in relation to the deletion of the addition of Rs. 241.84 million made to the taxable income for the assessment year 2007-2008, in the assessment under section 143(3) of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

23. The department of Income tax has filed income tax appeal number 4017 of 2013 before the High Court of Himachal Pradesh at Shimla against the order of the Income Tax Appellate Tribunal, Chandigarh in relation to the deletion of the addition of Rs. 259.22 million made to the taxable income for the assessment year 2008-2009 in the assessment under section 143(3) of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

24. The department of Income tax has filed income tax appeal number 7143/Mumbai/2010 before the Income Tax Appellate Tribunal, Mumbai challenging the order of the Commissioner of Income Tax (Appeal) – 7, Mumbai deleting the addition of Rs. 250 million made to the taxable income for the assessment year 2005-2006 in the assessment under section 143(3) of the Income Tax Act of the erstwhile BPSCL (now JPVL). The matter is currently pending.

25. The Collector, Nichar at Bhaba Nagar, Kinnaur passed an order dated March 7, 2013 under Himachal Pradesh Road Side Land Control Act, 1968 (case number 2/10) ordering JPVL to remove unauthorized construction on the land at khasra number 595/1 measuring 0.2395 hectares in Up Mohal Kutano, Kinnaur. JPVL filed a petition against the order before the High Court of Himachal Pradesh at Shimla on January 6, 2014, which disposed off the matter with the direction to JPVL to apply afresh to the Collector at Bhabanagar, Nichar, for *post facto* approval for construction of out fall structure on the control width. Further, the High Court has directed JPVL to approach the relevant authority for seeking necessary permission/sanction/order of compounding and directed the government of Himachal Pradesh to decide the application within a period of two months as per the law, uninfluenced by any observations made by the relevant authority, in the above order. Till such time, the order dated March 7, 2013 shall be kept in abeyance and it shall be open for JPVL to approach the Court, on the same cause of action, if such a need should arise subsequently. The matter is currently pending.

26. The executive engineer, department of Irrigation, government of Uttarakhand had filed a case (case number 84/2002-2003) before the court of the additional revenue commissioner, Dehradun against an initial order dated October 31, 2003 ("**Order**") passed by the assistant collector, Chamoli, by which he granted approval for conversion and transfer of a piece of "agricultural land" into "non-agricultural land" so that JPVL could avail of certain loan in relation to a particular project of JPVL on that piece of land. The Order was also upheld by Commissioner pursuant to which the department of Irrigation filed the current case. JPVL had also contended that the additional revenue commissioner is not authorised to hear the matter. The commissioner accordingly upheld the contention of JPVL and decided that a 'board of revenue' be constituted to hear the matter. The board of revenue is currently in the process of being constituted. The board of revenue has by its order dated July 29, 2013 held that the Order was a nullity in the eyes of law. The Board of revenue contended that an application under section 143 of the Uttar Pradesh Zamindari Abolition and Land Reforms Act, 1950 can be filed only by bhumidar of land and not the lessee. JPVL has made an application to the state government seeking approval for the requisite change in the land records as the land has been leased to JPVL for a period of 30 years of which most of the period is yet to elapse. The matter is currently pending.

27. Mr. Anwarul Haq and others have filed a writ petition (No. 61695/2012) against JPVL and others before the Allahabad High Court praying for (i) a CBI enquiry to verify whether any favours were extended by the chairman of Uttar Pradesh State Electricity Regulatory Commission ("**UPERC**") in accepting the rate of tariff of the Bara thermal power project and Karchana thermal power project ("**Projects**") (ii) quashing the order dated August 27, 2010 of the chairman fixing the tariff and (iii) issuing a writ against Jaypee Group to reimburse the loss alleged to have been caused and to award cost etc. The petitioners allege that a favour was extended to JPVL as JPVL's higher rate of tariff was approved in the bidding process in comparison to earlier bids called which were available at a lesser rate. Further the petitioners allege that the chairman of UPERC gave favourable treatment to Jaypee in accepting the rate of tariff of the Projects. Hence, the petitioners pray for a CBI examination. The matter is currently pending.

28. Mr. Mangal Adivasi has filed a case (case number 91 A / 11) before the civil judge – II, Bina, against JPVL objecting and seeking a stay to the construction of a walk way on land bearing khasra number 81, 84, 85 village Jodh near the Jodh railway crossing on the grounds of encroachment by JPVL on the plaintiffs land. JPVL has contended that there has been no encroachment by JPVL on the plaintiff's land as the walk way is being constructed on government land. The stay application of Mr. Mangal has been dismissed. JPVL has submitted its reply. The matter is currently pending.

29. KT Constructions, Pune ("**KT Constructions**") have a filed a recovery suit (1117 of 2012) against JPVL before the Bombay High Court for recovery of any amount of Rs. 214.50 million towards costs incurred for execution of work, involving construction of road to the site of the Bina TPP, and non-payment of same by JPVL, along with damages. KT Constructions have also filed a suit at the district court, Pune (case no. 536/2010) challenging the invocation of bank guarantee of Rs. 5 million, furnished by KT Constructions, by JPVL as illegal and have claimed recovery of Rs.5 million bank guarantee invoked by JPVL alongwith interest thereon from the date of disbursement of bank guarantee. The pleadings in the matter have been completed. The matter is currently pending.

30. Mr. Govind Singh has filed a writ petition (21245 / 2011) against the government of Madhya Pradesh, JPVL and others in the Madhya Pradesh High Court objecting to the construction of cement grinding unit by JPVL on the land acquired for the Bina TPP on the ground that such cement grinding unit would cause pollution in the area. JPVL has contended that it has obtained the necessary permission from the Madhya Pradesh Pollution Control Board ("**MPPCB**") to setup the unit and the MPPCB has asked JPVL to utilise dry fly ash to manufacture the cement. JPVL has also contended that the use of dry fly ash will also reduce the pollution in the surrounding area. The matter is currently pending.

31. The state of Madhya Pradesh has filed a case (116/B-105/2010-11) against JPVL before the collector of stamps claiming that the stamp duty on a share purchase agreement between JPVL, the erstwhile BPSCL and Aditya Birla Power Company Limited is subject to a stamp duty of sevenpercent of the consideration of Rs. 749.4 million paid to Aditya Birla Power Company Limited. JPVL has submitted its written submissions before the collector of stamps. The matter is currently pending.

32. JPVL filed an application before tehsildar, Bina for incorporating the new name of JPVL in the land records upon amalgamation of BPSCL into JPVL which, in turn, referred the case to collector of stamps, Bina which issued a notice to JPVL regarding assessment of stamp duty upon amalgamation of BPSCL into JPVL. JPVL has submitted its reply to Tehsildar, Bina, stating that the stamp duty is not applicable upon amalgamation of 100 per cent subsidiary company with its parent company. The matter is currently pending.

33. Mr. Rama Nand Negi filed a public interest litigation (case no. CWP No. 244/07) against the erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL) and others before the Himachal Pradesh High Court, alleging that 'bartandari rights' as regards the forest on which the Karcham Wangtoo hydroelectric project was ongoing, adversely affected the rights of the villagers *inter alia* claiming quashing of the scheme framed for rehabilitation and resettlement of the villagers affected by the project whereby, in pursuance of the directions passed by a one person committee, JPVL had decided to allocate 1.5 per cent of the total project cost for local development. The petitioners have sought 5 per cent of the total project cost to be allocated for the development of the local area. The matter is currently pending.

34. A show-cause notice dated January 16, 2007 was issued by the member secretary of the Himachal Pradesh State Electricity and Pollution Control Board to Jaiprakash Hydro-Power Limited (now JPVL) for JPVL's alleged failure to release water at all times to the extent of 15% of the minimum inflow observed in the lean season in contravention of notifications dated July 16, 2005 and September 9, 2005 issued by the department of pollution control, government of Himachal Pradesh which mandated all hydroelectric power projects to release water at all times to the extent of 15% of the minimum inflow observed in the lean season. Thereafter, JPVL filed a civil writ petition (CWP 843/2011) against the state of Himachal Pradesh and others before the Himachal Pradesh High Court praying for quashing of the notifications dated July 16, 2005 and September 9, 2005. The Himachal Pradesh High Court thereafter passed a stay order in the matter on March 9, 2011 subject to the condition that JPVL continues to release five cusecs of water as per the power purchase agreement between JPVL and Himachal Pradesh State Electricity Board. Thereafter the High Court on November 15, 2011 directed the power secretary to furnish details of all hydro- electric projects in the state of 5 MW and above capacity with regard to the quantum of water being released and its control and monitoring mechanism which was filed by them. The government of Himachal Pradesh through its Chief Secretary has filed its reply to the court. The matter has been transferred by the Himachal

Pradesh High Court at Shimla to National Green Tribunal bench at Shimla, on July 12, 2013. Written submissions have been filed before the National Green Tribunal and the next date of hearing has been fixed as May 30, 2014. The matter is currently pending.

35. The Himachal Pradesh High Court on its own motion has filed a case (CWP (PIL) 8 of 2010) against the state of Himachal Pradesh and others, pursuant to certain complaints by villagers in Kamru, Chansu and Sangla about alleged violations by JPVL of the Himachal Pradesh (Transfer of Land Regulation) Act, 1968, Land Acquisition Act 1894, Himachal Pradesh Mines & Mines & Mineral (Regulation & Development) Act, 1957, and provision of the rehabilitation and re-settlement plan and also violation of directions of the Supreme Court of India stated out in the case of Samantha v State of Andhra Pradesh, (AIR 1997 Supreme Court 3297). The High Court has combined the hearing of this case alongwith civil writ petition number 5138/2010 (Mr. Ranjeet Singh and others v The State of Himachal Pradesh), facts of which have been reported below. The matter is currently pending for arguments. The matter has been transferred by the Himachal Pradesh High Court at Shimla to National Green Tribunal bench at Shimla, on July 15, 2013 and the next date of hearing has been fixed as May 30, 2014 The matter is currently pending.

36. Mr. Ranjeet Singh and others have filed a case (5138/2010) against JPVL, Union of India and others before the Himachal Pradesh High Court praying for the cessation of operations of certain stone crushers, hot mix plants, ceasing of certain alleged illegal mining operations and dumping activities and in lieu thereof also praying for adequate compensation to villagers on whose land such activities of JPVL took place. The petitioner also alleges that JPVL caused damage to various houses of villagers and cultivated land and prays for issuance of appropriate directions to JPVL such that the area where excessive mining activities were carried on by JPVL can be re-claimed at the cost of JPVL, so that the environment and the land areas of the petitioners can be saved. The matter has been transferred by the Himachal Pradesh High Court at Shimla to National Green Tribunal bench at Shimla, on July 12, 2013. The matter is currently pending.

37. Mr. Himmat Singh and others have filed a special leave petition (SLP No. 25216/2010) against the erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL), the Union of India and others before the Supreme Court of India praying for cancellation of the Karcham-Wangtoo HEP of JPVL, as was also recommended by the deputy commissioner, Kinnaur by a report dated July 31, 2008. The petitioners also prayed for the cessation of operations of certain stone crushers, hot mix plants, ceasing of certain alleged illegal mining operations and dumping activities and in lieu thereof also praying for adequate compensation towards local area development and to the petitioners on whose land such activities of JPVL took place, on the basis of the "polluter pays" principle. The matter is currently pending.

38. Mr. Barang Sain and others have filed a special leave petition (SLP No. 22046/22052) against the erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL), the Union of India and others before the Supreme Court of India praying for cancellation of the Karcham-Wangtoo HEP of JPVL, as was also recommended by the deputy commissioner, Kinnaur by a report dated July 31, 2008. The petitioners also prayed for the cessation of operation of certain stone crushers, hot mix plants, ceasing of certain alleged illegal mining operations and dumping activities and in lieu thereof also praying for adequate compensation towards local area development and to the petitioners on whose land such activities of JPVL took place, on the basis of the "polluter's pay" principle. The matter is currently pending.

39. Mr. Subhash Singh, Secretary of a non-governmental organisation called Matra Prakrate Prayavaran Vid Sanjay Tiger Reserve Sidhi, dist. Sidhi has filed a writ petition (4848/2011) against the state of Madhya Pradesh, JPVL and others before the Madhya Pradesh High Court, as regards an environmental clearance in relation to establishment of thermal power plants at Nigrie, Mahuagaon and Nidhpuri by various corporate entities and its effect on the wild life including flora and fauna esspecially the tiger reserve. JPVL had filed its reply in the matter on July 24, 2011. The matter is currently pending for final hearing.

40. Mr. Chain Ram has filed an appeal, against dismissal of a suit which was filed against the erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL) and others before the district judge, Kinnaur camp at Reckong Peo, for a permanent injunction restraining the

defendants, possession and mesne profit over the land bearing khasra numbers 522,523,524, 607/580, 516 and 527 located in village Baltrang. It is alleged that JPVL illegally without written or implied consent encroached upon the said land bearing the above khasra numbers. The matter is currently pending and scheduled for hearing on June 20, 2014.

41. The HPSEB has filed an appeal (civil appeal number D4980/2012) against an order dated October 21, 2011 (the "**APTEL Order**") of APTEL with the Supreme Court of India. The APTEL Order was passed by APTEL in favour of JPVL allowing JPVL to take the entitlement of minimum alternate tax under the provisions of the power purchase agreement between JPVL and HPSEB (the "**Baspa PPA**") as per actuals during tax holiday period available to JPVL under section 80 IA of the Income Tax Act. The APTEL Order further stated that after the expiry of the tax holiday period, JPVL would be entitled to pay income tax as per the provisions of the Baspa PPA. An application was filed with the HPERC by JPVL for correction of the tariff in accordance with the APTEL Order. HPSEB has filed the current appeal against the APTEL Order and asked HPERC to stay the proceedings with respect to the application pending before it. The HPERC has by its order dated April 23, 2012 decided to proceed with the application subject to the decision of the Supreme Court of India. The HPERC vide its Order dated September 6, 2012 has determined the amount of minimum alternate tax up to financial year 2011 as per the APTEL Order at Rs. 336 million and directed HPSEB to pay the amount in two installments on September 30, 2012 and December 31, 2012. HPSEB has paid Rs 336 million along with interest of Rs 76 million.

HPSEB's appeal has been admitted by the Supreme Court of India although no stay was granted. The matter is currently pending.

42. HPSEB has filed an appeal (civil appeal number 4185 / 2012) with the Supreme Court of India against an order dated February 6, 2012 of APTEL wherein APTEL had dismissed HPSEB's appeal against an order dated January 24, 2011 passed by the HPERC wherein it among other things:

(i) approved the additional capital expenditure of Rs. 959 million incurred by JPVL on the BASPA II HEP for the determination of tariff on consequential non-functioning of the project from January 19, 2006;

(ii) determined the tariff accordingly for the period between financial years 2007 and 2011; and

(iii) directed HPSEB to make a payment of Rs. 651 million to JPVL by March 31, 2011.

HPSEB's appeal has been admitted by the Supreme Court of India although no stay was granted. The next date of hearing is yet to be fixed.

Subsequently, HPERC by its order dated April 23, 2012 has trued up the tariff for the period up to March 31, 2011 which inter alia included the tariff on additional capital expenditure of Rs. 959 million and vide its Order dated September 6, 2012 determined the tariff additional capital expenditure for the period April 1, 2011 to March 31, 2014. HPSEB has been paying tariff determined by HPERC on the additional expenditure of Rs. 959 million from financial year 2007 onwards.

43. HPSEB has filed an appeal with the Supreme Court of India against an order dated April 19, 2012 of APTEL (the "**APTEL Order**"). The APTEL Order was passed in an appeal filed by JPVL against an order dated June 23, 2010 passed by the HPERC wherein while approving the tariff and arrears thereof of the BASPA II HEP, HPERC had allowed interest at the rate of 8% p.a till October 31, 2009 and at the rate of 11.75% p.a thereafter on the arrears against the rate of State Bank of India's prime lending rate ("**SBI PLR**") plus 3% in terms of power purchase agreement of the BASPA II HEP. APTEL had further allowed interest on arrears due from HPSEB to be in line PPA at SBI PLR up to financial year 2007 and at the rate of SBI PLR plus 3% with effect from April 1, 2007 onwards. The appeal has been admitted and a stay has been granted in the matter by the Supreme Court of India.

An application was also filed by JPVL with the HPERC for correction of the interest on arrears in accordance with the APTEL Order. The said application was admitted by the HPERC but adjourned sine die subject to further order of Supreme Court of India. The matter is currently pending.

44. Sankarshanacharya Chela Shri Tridandi Keshvacharya Paramhans had filed a case (case no. 11 / 2010-11) against JPVL before the court of the assistant collector (first class) Joshimath alleging that the water tank in khasra number 1473, taken over by JPVL from the irrigation department in relation to its project, for supply of perennial water was illegally and forcefully taken over by JPVL, without permission of Mr. Parhansi. The matter is currently pending.

45. Mr. Bhim Singh and others have filed a case (case no.1 of 2009) against the erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL) before the civil judge at Reckong Peo, praying for a permanent injunction restraining JPVL from interfering with the cremation ground and the "bartandhari rights" in relation to the land situated at khasra numbers 851/160 in Upmohal Punang, tehsil Nichar, Kinnaur district, Himachal Pradesh on a part of which the bio-medical waste treatment plant of JPVL is situated. The civil judge (senior division) passed an ejectment order against JPVL on August 31, 2013 against which both the state of Himachal Pradesh and JPVL have filed an appeal before the district judge, Kinnaur. The matter is currently pending and scheduled for hearing on June 17, 2014.

46. A regular first appeal (270 of 2003), a regular second appeal (103 of 2013) and three other civil petitions (21-R/2of 2012, 74-R-2 of 2012, and 73-R/2of 2012) have been filed against JPVL claiming compensation for damage caused to the fruit trees and houses while laying high tension transmission lines for generation of power from the Baspa-II HEP. All the matters are currently pending before the district judge Kinnaur, Rampur, Shimla, respectively.

47. Mr. Tili Ram has filed a petition (R/4 of 2011) under section 18 of the Land Acquisition Act, 1894 against compensation received for acquisition of land for the Karcham-Wangtoo HEP seeking revision of compensation. The matter is currently pending and scheduled for hearing on July 16, 2014.

48. Three civil petitions (125/11, 126/11 and 127/11) have been filed by the state of Himachal Pradesh against JPVL for dumping of excavated muck on government land during construction of the Karcham-Wangtoo project. The land was used by JPVL during the construction of the project and has since been restored and reclaimed. The matters are currently pending before the divisional commissioner at Shimla II.

49. A petition was filed (37/TT/2011) by JPL before CERC seeking approval of the capital cost of 400 kv DC Karcham-Wangtoo Abdullapur transmission line and 400 kv dc Baspa-Nathpa Jhakri transmission line at Wangtoo and determination of tariff, impleading Company as a respondent. The CERC directed JPVL to explain how a portion of its dedicated transmission line, namely the Karcham Wangtoo-Nathpa Jhakri portion of the 400 kV D/C Baspa-Nathpa Jhakri transmission line was used for evacuation of power from Karcham-Wangtoo project without it being an inter-state transmission line. The matter is under consideration of CERC for determination of final tariff and is currently pending.

50. Two civil petitions (13A/2013 and 14A/2013) have been filed against JPVL by Ms. Khilia Bai and others seeking declaration and injunction against construction of boundary wall at left bank of the barrage of the Bina TPP and alleging encroachment of land. The stay applications filed by the petitioner has been dismissed by the court. JPVL has submitted its reply to the court. The matter is currently pending.

51. The government of Madhya Pradesh had upon transfer of the ownership and possession of certain land relating to Bina TPP to JPVL in 1999, diverted the usage of the land from agricultural purposes to industrial and fixed diversion rent at Rs. 40 per acre. Later on, in 2002, the government of Madhya Pradesh revised its earlier order and fixed diversion rent in excess of 6 times of the earlier rate. JPVL has challenged the above diversion order. The matter is currently pending.

52. On an application by JPVL, the sub-divisional magistrate, Mungaoli had, in 1999, diverted the usage of certain land held by JPVL from agricultural purposes to industrial and fixed diversion rent at the rate of Rs.12 per 100 sq. ft. JPVL has challenged the above diversion rent as the earlier rent that JPVL was paying was Rs. 2 per 100 sq. ft. JPVL had challenged the sub-divisional magistrate's order which was rejected by the collector, Guna, commissioner, Gwalior and the board of revenue, Gwalior. JPVL has filed review petitions before board of revenue, Gwalior. The matter is currently pending.

53. Upon completion of the Vishnuprayag HEP, JPVL (alongwith the Promoter) had, on 10 April 2007, applied to UPPCL for reduction of load from 3400 kw to 1000 kw. Upon denial by the UPPCL, the matter was challenged before the Electricity Consumer Grievance Redressal Forum, Garhwal which ordered payment of all arrears and surcharges. The order was challenged before the electricity ombudsman, Dehradun seeking reduction of the load from 3400 kw to 1000 kw from the date of first request i.e. April 10, 2007 which set aside the order of the consumer forum and ordered UPPCL to initiate action from the request dates for conversion of connection for construction to operation and maintenance and reduction of load to 1000 kw. The matter is currently pending.

UPPCL has challenged the above order of the Electricity Ombudsman before the High Court of Uttarakhand, Nainital and the matter is yet to be listed for hearing, pending receipt of rejoinder affidavit from UPPCL.

54. The gram panchyat Mahkhor had filed a public interest litigation (WP/7309/2012) against JPVL before the High Court of Madhya Pradesh, Jabalpur seeking stoppage of construction work of barrage for the Nigrie project since the same was done without obtaining approval from land acquisition committee and fulfilling criteria of Land Acquisition Act, 1894. The matter is pending hearing before the High Court.

55. Gram panchayat, Sapni had filed a writ petition (4995 of 2011) in the High Court of Himachal Pradesh at Shimla against the state of Himachal Pradesh and others including JPVL for not widening the eight kilometres long Karcham-Sapni road out of local area development funds. The High Court of Himachal Pradesh at Shimla had passed the order dated September 22, 2011 to complete the work of improvement of road in two months against which JPVL had filed a petition seeking extension of time up till November 2013, which was granted by the court through its order dated April 3, 2014. Further extension of time for completion of work till May 2014 was granted, which has been extended by another period of six months. The matter is currently pending.

56. Plot no. 8 admeasuring 2198.03 sq. yards forming part of block no. 185 of Mouje Dhalot, Kalol, Gandhinagar ("Land") was converted from agricultural to non-agricultural land with the permission of the taluka development officer by an order dated September 25, 1997 and sold to JPVL by way of a sale deed after which JPVL was entered as the legal owner and holders of the land and sale entry no. 1229 was made in favour of JPVL. In the meanwhile, the heir of the original owners have disputed JPVL's title to such land under a petition filed before the civil judge, Kalol (special civil suit no. 100 of 2011) as a result of which the entry no. 1229 has been cancelled by the Mamlatdar. JPVL has filed an appeal under section 203 of the land revenue code against the order passed by the Mamlatdar of Kalol for cancellation of the entry no. 1229 dated November 23, 2009 relating to the Land. The matter is currently pending.

57. A petition (337/2010) pertaining to removal of difficulties arising on account of billing, collection and disbursement of transmission charges in light of difficulties faced by PGCIL on account of deduction of tax deduction at source (TDS) and obtaining of TDS certificates from the beneficiaries resulting in hindering the operation of 'PoC' mechanism of sharing of transmission charges was filed before the CERC against HPSEB and others including JPVL. The matter has been heard and the order has been reserved. The matter is currently pending.

58. Mr. Ghumna Singh and Mr. Marvat Singh had filed a civil suit against JPVL before the civil judge alleging that, in relation to the Bina TPP, JPVL had been dumping soil and stones near road side resulting into blockage of natural water flow in rainy season, thereby damaging the

crops in the fields. JPVL has filed its reply refuting the allegations. The matter is currently pending.

59. JPVL has filed an appeal (21-10 of 2008) against Mr. Ram Lachh Negi and others before the district judge at Rampur against the order of the civil judge (senior division) at Reckong Peo for permanent prohibitory injunction and to restrain the respondents from doing any construction on the land comprised in khewat number 86 min / 77 m, khatoni number 224, khasra number 162 measuring 0-02-40 hectares situated in Mohal Punang Khas, tehsil Nichar, district Kinnaur, Himachal Pradesh alongwith consequential relief of possession of the aforesaid land. The matter is currently pending and scheduled for hearing on July 3, 2014.

60. JPVL along with the State of Himachal Pradesh has filed a case against Mr. Ram Lachh and others before the sub divisional magistrate, Bhabanagar in relation to a land meaning 0-02-40 hecatares and situated at khewat no. 86 min, khatauni no.224, khasra no.162, measuring 0-02-40 hectares, in Muhal Punang Khas, Tehsil Nichar of Kinnaur district, in Himachal Pradesh. The land was diverted by the GoI to form part of a certain colony but the land remained under the unauthorized occupation of Mr. Ram Lachh and others. Therefore, JPVL filed a civil suit for permanent prohibitory injunction against the defendants and an eviction suit. The case is pending for correction of entries in the records of revenue. The matter is currently pending and scheduled for hearing on June 11, 2014.

61. JPVL has filed income tax appeal (number 3925/Delhi/2012) for the assessment year 2008 – 2009 before the Income Tax Appellate Tribunal at New Delhi against the order of the Commissioner of Income Tax, (Appeal) – I, Dehradun in relation to the disallowance of Rs. 139.8 million under section 80IA of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

62. JPVL has filed income tax appeal (number 237/CIT(A)-1/DDN/2011-12) for the assessment year 2009 – 2010 before the Commissioner of Income Tax (Appeal) - Dehradun against the order of the eputy Commissioner of Income Tax, Circle – 2, Dehradun in relation to the disallowance of Rs. 742.90 million under section 80IA of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

63. JPVL has filed income tax appeal (3723/DEL/2013) for the assessment year 2009-2010 before the Income Tax Appellate Tribunal at New Delhi against the order of the Commissioner of Income Tax, (Appeal)I- Dehradun in relation to the disallowance of Rs. 566.95 million under section 80 IA of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

64. JPVL has filed an income tax appeal for the assessment year 2011-2012 before the Commissioner of Income Tax, Shimla against the order of the Additional Commissioner of Income Tax, Shimla in relation to the disallowance of Rs. 103.40 million under section 80 IA of the Income Tax Act. JPVL has already paid the tax in relation to this matter. The matter is currently pending.

65. JPVL has filed two cases (5934/2010 and 5935/2010) against the state of Himachal Pradesh in the High Court of Himachal Pradesh challenging the validity of the Entry Tax Act, 2010. The High Court of Himachal Pradesh had passed an interim order dated September 22, 2010 directing JPVL to deposit one-third of the assessed liability and two-third subject to furnishing of security. The matter is currently pending.

66. JPVL has filed a case (6706/2010) against Labour Department, Bhopal and others, before the High Court of Madhya Pradesh, Jabalpur disputing the amount of cess to be deposited by it under the Building and Other Construction Workers Welfare Cess Act, 1996 ("**Act**") under order dated March 25, 2010 ("**Order**"). The High Court of Madhya Pradesh passed an order dated May 20, 2010 that the respondents should not take coercive steps pursuant to the Order but shall be at liberty to effect the recovery towards cess under the provisions of the Act and the rules framed there under. Thereafter an amendment application was filed which was admitted by the High Court of Madhya Pradesh, Jabalpur on October 19, 2011. The amount involved is one percent of the construction cost of JPVL's Nigrie TPP. The matter is currently pending.

67. Mr. Shiv Prasad Jaiswal filed a case (66A/2012S) before the Additional District Court, Waidhan, Singrauli regarding a land division dispute between two parties in relation to the Nigrie TPP wherein JPVL has been impleaded as a party. Additionally, two writ petitions (3820/2012 and 85/2010) have been filed before the High Court of Madhya Pradesh at Jabalpur against JPVL pertaining to compensation against construction of tower and acquisition of land in relation to the same project. The matters are currently pending.

68. JPVL had filed two electricity petitions (one against tariff application of construction power and the another against charging of rate as per schedule LMV-2 + 25% on connections meant for light and fan / domestic power for residential colonies situated at Marwari and Lambagarh areas) before the arbitrator nominated by the Uttarakhand Power Corporation Limited on the directions of the Supreme Court of India. The arbitral award was issued on August 31, 2012 in favour of JPVL. Thereafter, Uttarakhand Power Corporation Limited has filed two petitions numbers 78/2012 and 79/2012 on November 23, 2012 in the court of District Judge Chamoli at Gopeshwar against the arbitral award. The arguments from both the sides have been heard by the District Judge Chamoli. In the meanwhile, two transfer petitions were moved by Uttarakhand Power Corporation Limited before the High Court of Uttarakhand at Nainital on March 13, 2014 for transfer of the arbitration cases to district judge, Dehradun which were turned down by the High Court. The matters are currently pending in the court of District Judge Chamoli and the next date of hearing is May 31, 2014. The total amount involved in the case is Rs. 98.7 million and the likely financial adverse effect of the matter would be approximately Rs. 178.7 million.

69. Ram Narayan Bhatt had filed a case (Case No. 63/13) against JPVL before the court of Civil Judge (Senior Division), Chamoli claiming that the plot number 237 in khasra number 236, where JPVL had constructed a school, belonged to him and as a result of which he should be paid cost of the land amounting to Rs. 1,15,000 and Rs. 30,000 for dismantling the school, though the plot was handed over to JPVL by the irrigation department on lease for 30 years. The matter is currently pending.

70. Erstwhile Jaypee Karcham Hydro Corporation Limited (now JPVL) has filed a civil suit before the civil judge (senior division) at Reckongpeo, against Mr. Virender Singh and others, for possession of land comprised in khata khatoni no 18/36 min (now 23/83 min khasra no. 179 measuring 0-04-07 hectares, situated in Mohal Punang Khas. As per the revenue records, the mutation of khasra no. 179 was attested in favor of M/s Jaiprakash Industries Limited. As per relevant records the defendant received Rs. 343,558.60 as compensation for the land and house, in addition to receiving assistance under clause 2.1(2) of the Resettlement and Rehabilitation Scheme to the tune of Rs. 90,000. The defendant has handed over the possession of the land to JPVL and the matter is currently pending.

71. JPVL has filed an application (138/2013) with HPERC under sections 62 and 86 of the Electricity Act, 2003 for determination of tariff for sale of power from the Baspa II HEP to HPSEB for the financial years 2014-2015 up till 2018-2019 and 2018-19. The hearing in the matter has been completed and the order has been reserved.

72. JPVL has filed an appeal filed before APTEL against the Order dated October 8, 2013, passed by HPERC, dismissing the review petition filed by JPVL claiming review of the amount of compensation for land acquired for the BASPA-II HEP and deduction of Rs 26.7 million made by HPERC in the cost of protection of pothead yard towards tariff for Baspa- II HEP. HPSEB had objected the admission of appeal on the grounds that APTEL has already decided the issue in a previous appeal and a further appeal cannot be filed against the same to which JPVL had objected stating that the matter in the previous appeal was different from the issue in the current appeal. APTEL has completed the hearing in the matter on April 7, 2014 and the order has been reserved. If the appeal is allowed, Rs 106 million shall be added in capital cost for determination of tariff of Baspa- II HEP.

73. An application (84/2012) has been filed by JPVL before HPERC seeking truing up of interest on arrears in respect of tariff for sale of power from Baspa -II HEP for the financial years 2003-

2004 to 2010-2011, pursuant to an order dated April 19, 2012, passed by APTEL in respect of interest on arrears. The amount claimed is Rs. 576.1 million. The matter is currently pending.

74. Mr. Anwarul Haq Mohammad and others have filed two public interest litigations (C.Misc PIL No. 31130/2011 and 51385/2011) before the High Court of Allahabad against the State of Uttar Pradesh, UPPCL, Collector of the Allahabad district, PPGCL and others praying that the respondents not be allowed to encroach the road located at gata nos. 103, 168,233,246, 262, 283, 285, 286 and 190, village Bemra and Khan Semra, Tehsil- Bara, Allahabad**,** as recorded on the revenue records ("**Road**") and allow the petitioners and general villagers to use the Road for their own purpose. The court has by its orders dated July 13, 2011 and September 7, 2011 directed JPVL to file counter affidavits in matters number 31130/2011 and 51385/2011, respectively. The matter is currently pending.

75. Mr. Anwarul Haq and others have filed two public interest litigation (C.Misc PIL No. 30319/2011 and 51455/2011) before the High Court of Allahabad against the State of Uttar Pradesh, UPPCL, District Magistrate Allahabad, PPGCL and others praying that the respondents not be allowed to encroach the pond located at plot nos. 311, 380/1, 380/2, 380/3 and 176 of Khan Semra and Kapari villages, Tehsil, Bara at Allahabad, as recorded on the revenue records ("**Pond**") and allow the petitioners and general villagers to use the Pond for their own purpose. More specifically the petitioners have prayed for the issuance of a writ order or direction to the District Magistrate for removal of encroachment/unauthorized possession of various ponds located at the Land. The matter is currently pending.

76. Mr. Nand Lal has filed a writ petition (Civil Misc. W.P. No. 28708/2012) before the High Court of Allahabad against the State of Uttar Pradesh, District Magistrate Allahabad and others, praying for quashing of the notifications dated July 27, 2007 and April 2, 2008 under sections 4 and 6 of the Land Acquisition Act, 1894 in relation to acquisition of land located at gata nos. 292 & 299, in Khan Semra village of Tehsil Bara, at Allahabad ("**Land**") and return of such Land to him, as such Land was allegedly forcibly taken from him without payment of adequate compensation. The matter is currently pending.

77. The Income Tax Department has filed income tax appeal number 618 of lko/2013 against PPGCL for assessment year 2008-2009 before the Income Tax Appellate Tribunal, Lucknow challenging the order of the Commissioner of Income Tax (Appeal)–II, Lucknow deleting the addition of Rs. 70 million made in the assessment under section 143(3) of the Income Tax Act. JPVL has already paid the tax in relation to the matter. The matter is currently pending.

78. The government of Uttar Pradesh issued the Uttar Pradesh Tax on Entry of Goods into Local Areas Ordinance 2007 (the "Ordinance") in place of the Uttar Pradesh Tax on Entry of Goods Act, 2000 with retrospective effect, whereby an amount of Rs. 7.77 million was levied on PPGCL as entry tax. PPGCL along with others challenged the Ordinance before the High Court of Allahabad, which pursuant to an order dated December 23, 2011, confirmed the validity of the Ordinance. PPGCL thereafter filed a special leave petition against the order dated December 23, 2011 before the Supreme Court. The Supreme Court by an interim order dated January 18, 2012 stayed the above order with a direction to PPGCL to deposit 50 per cent of the accrued liability / arrears in cash and submit a bank guarantee for the balance amount and in future total amount to be deposited in cash. PPGCL has accordingly deposited Rs. 3.89 million and submitted a bank guarantee of Rs. 3.89 million. As per the order Company has been regularly depositing entry tax from the date of order. The total amount deposited as of March 31, 2014 is Rs. 87.28 million. In case the decision is in favour of the Company the total amount of Rs. 91.17 million will be refunded by the U.P. Govt. The matter has been referred to a larger bench of the Supreme Court. The matter is currently pending.

79. SPGCL has filed an income tax appeal for assessment year 2011-2012 before the Commissioner of Income Tax (Appeal)-II, Lucknow in relation to addition made in assessment under section 143(3) of the Income Tax Act by the Income Tax Officer, Lucknow of Rs.107.46 million on account of interest on fixed deposit receipts under the head other sources instead of income from profit and gains of business of the income tax Act. The matter is currently pending.

80. 22 writ petitions filed against PPGCL and one against SPGCL, by owners of various parcels of land, before the High Court of Allahabad challenging the acquisition of land under sections 4 and 6 of the Land Acquisition Act, 1894 for the Bara TPP including 10 writ petitions, challenging the construction of a railway line for transportation of coal to the above project are currently pending before the High Court of Allahabad. Thus in total 22 writ petitions are currently pending before the High Court of Allahabad in relation to the PPGCL and SPGCL projects. Further, five civil petitions have been filed against PPGCL before district courts against laying of water pipeline for the Bara TPP seeking, amongst others, temporary and permanent injunction against PPGCL for acquisition of land in relation thereto. Furthermore, twenty five civil petitions have been filed by owners of various parcels of land seeking, amongst others, enhancement of compensation in relation to acquisition of land for laying of transmission line for the evacuation of power generated by the Karcham-Wangtoo HEP.

81. Mr. Jagannath Singh filed a writ petition against the state of Uttar Pradesh and others including JPSI before the Supreme Court on October 21, 2011 questioning the validity of a notification dated August 2009, whereby exemption from payment of stamp duty on transfer deeds for various lands executed by different development corporations were granted in the state of Uttar Pradesh. The matter is currently pending.

82. The Commissioner of Central Excise issued a show cause dated July 3, 2012 against JCCL in relation to availment of various cenvat credits, amounting to Rs. 9.8 million for the period June 2007 to March 2008 in respect of the service tax on construction of a township; Rs. 1.38 million for the period August 2009 to March 2012 in respect of the service tax on technical services received from industrial and medical services and manpower supply from Jaypee Industrial and Medical Services and Jaypee Ventures Limited; Rs. 10.14 million for the period December 2009 to December 2011 in respect of the service tax on manpower, supply, cleaning, service maintenance and others in the township area, Rs. 34.29 million for the period May 2011 to March 2012 in respect of the service tax on construction of a jetty at sea shore; and Rs. 3.19 million for the period May 2011 to February 2012 in respect of the service tax on civil work/ construction services in the township. The total amount involved is Rs. 58.84 million. Out of the total demand, JCCL had deposited approximately Rs. 50 million in August and September 2012. The matter is currently pending.

83. Various arbitration claims with respect to the hydroelectric projects of the Company are currently pending for settlement before various arbitral tribunals involving namely Chamera stage-I, Nathpa Jhakri, Omkareshwar, Teesta stage-V, Dulhasti and Baglihar hydroelectric projects of the Company. Additionally, some arbitral awards which were passed in favour of the Company by the dispute review board and arbitral tribunals have subsequently been challenged by the project authorities in various courts and are currently pending.

Potential Legal Proceedings

84. Essar Steel India Limited has served a legal notice on JPVL on March 12, 2014 regarding various debit notes raised by Essar Steel India Limited on JPVL totalling to Rs. 89,040,858 under the PPA entered into between Essar Steel India Limited and JPVL on June 7, 2012 for supply of 150 MW power for the period July 1, 2012 to September 30, 2012 alleging shortfall of 50 percent in supply as agreed under the PPA and contemplating initiation of a winding up petition against JPVL. JPVL has replied to the said legal notice by a letter dated April 5, 2014 refuting the claim raised by Essar Steel India Limited as misconceived and contrary to law. JPVL has also filed a caveat on April 16, 2014 before the High Court of Himachal Pradesh at Shimla.

Criminal Cases

1. A criminal case was filed by the Tehsildar, Chittapur against senior vice president, JCCL for illegal holding of sand, cheating, and non-payment of royalty and theft. In furtherance of the same, a notice was issued by the Tehsildar directing the company to pay a sum of Rs. 80 million towards penalty for unauthorized removal of sand. The matter is currently pending.

2. The department of factory inspected the factory of BoJCL on September 24, 2013 and issued a memo on September 25, 2013 stating that certain irregularities were found in the course of inspection and lodged a case under sections 92 and 96A of the Factories Act, 1948 before the court of first class magistrate, Bokaro. An appeal against the same was made to the principal secretary, department of labour employment and training, government of Jharkhand to reconsider the survey report and issue a direction for withdrawal of legal proceeding with immediate effect. The matter is currently pending.

3. There are various other criminal cases and complaints filed against the Subsidiaries involving, amongst others, its employees, contractors and drivers engaged on behalf of the Subsidiaries, before various courts in India. Amongst others, cases have been filed by relatives of individuals who lost their lives due to alleged on-site negligence or in road accidents or other form of accidents while they were employed in the business of the Subsidiaries. Some cases also involve death of individuals by alleged rash and negligent driving of drivers employed by the Subsidiaries and pollution of the environment. These matters are currently pending.

III. Litigations Involving the Directors

1. Mr. Sarvesh Singh and others have filed a writ petition in 2007 against the State of Madhya Pradesh and others including Mr. Sunny Gaur and Mr. Manoj Gaur before the High Court of Madhya Pradesh, alleging negligence of the respondents in relation to a demonstration of certain villagers which took place at the premises of a factory owned by the Company, wherein a shooting took place and resulted in the accidental death of Mr. Raghvendra Singh Patel on September 22, 2007. The petitioners prayed for a direction to arrest Mr. Sunny Gaur and Mr. Manoj Gaur in relation to the incident for the alleged abuse of power. The Company had filed its response in the matter stating that, as was concluded post the police investigation, the death was caused accidentally due to action taken by two security guards in its employment in their effort to control the demonstration which had turned violent and the allegations against Mr. Sunny Gaur and Mr. Manoj Gaur were false. In response, the Company had submitted that the investigation conducted by the police showed that the allegations against the Company involving its director were not true. The High Court of Madhya Pradesh allowed the revision petition by Mr. Sunny Gaur in a similar matter setting aside the order passed on March 11, 2013 by the district court, Rewa. Mr. Sarvesh Kumar has filed a special leave petition before the Supreme Court against the said order, but has not made Mr. Manoj Gaur a party. The matter is currently pending.

2. Mr. Vinod Kumar Mishra moved an application under section 319 of the Cr.PC before the sessions court seeking impleadment of Mr. Sunny Gaur and seven others. The sessions Court, by its order dated July 3, 2012, partly allowed the application by impleading Mr. Sunny Gaur. Mr. Sunny Gaur filed a criminal revision petition against the state of Madhya Pradesh and Mr. Vinod Kumar Mishra under section 397 read with section 401 of the Code of Criminal Procedure, 1973 (Cr.PC) against the order dated July 3, 2012 passed by the sessions court, Rewa impleading Mr. Sunny Gaur as an accused under section 319 of the Cr.PC. The present revision petition arises out of an incident of shooting in the vicinity of the Company's factory premises in 2007 leading to the death of a person. The said revision petition was allowed by the High Court of Madhya Pradesh at Jabalpur on March 11, 2013 which set-aside the order passed by the sessions court. Mr. Vinod Kumar Mishra has filed a special leave to appeal (7063/2013) against the above order before the Supreme Court. The Court has issued notice to the respondents. The matter is currently pending.

3. The department of customs and excise issued a show cause notice dated March 30, 2012 against the Company, Mr. Sunny Gaur, Mr. Rahul Kumar and Mr. Pankaj Verma, alleging that the Company paid less duty on removal of cement from the Rewa and Bela plants of the Company for use in the Group's various on-going projects and has therefore adopted a lower assessable value to evade excise duty payable. The amount involved is Rs. 81.20 million with respect to the Company's Rewa plant and Rs. 41.20 million for the Company's Bela plant. The matter is currently pending hearing before the Customs and Central Excise Settlement Commission, New Delhi.

4. A contempt petition (872/10) has been filed by Mr. Ajit Mishra against Mr. Sunny Gaur under section 12 of Contempt of Court Act, 1971 read with article 215 of the 'Constitution of India' for violation of court orders dated May 17, 2010 and June 7, 2010 passed by the High Court of Madhya Pradesh whereby *status quo* in respect of the land pertaining to JAICO was required to be maintained. Mr. Ajit Mishra alleged that Mr. Sunny Gaur violated the order of the court. The matter is currently pending.

5. Mr. Akhilesh Pandey had filed a criminal case against Mr. Sunny Gaur and another before judicial magistrate, Rewa alleging that due to blasting activities by the Company, food crops of the complainant were damaged. Four other criminal petitions (3813/06, 2309/08, 3453/11 and 2696/12) have been filed against Mr. Sunny Gaur before the court of chief judicial magistrate, Rewa relating to fatal accidents at the Rewa and Bela plant of the Company. The matters are currently pending.

6. A criminal complaint was filed by the regional officer, Uttar Pradesh Pollution Control Board against the Company under section 15 of the Environment Protection Act, 1986 on September 27, 2012 before the chief judicial magistrate, Sonebhadra in relation to the Churk plant of the Company. Mr. Sunny Gaur was also impleaded as a party, pursuant to which summons were issued to the Company. The Company filed an application against the complaint before the High Court of Allahabad on November 30, 2012. The court, pursuant to an order dated December 4, 2012, has stayed the proceedings before the chief judicial magistrate. The matter is currently pending.

7. The chief inspector of factories, Rewa has filed a prosecution under the Factories Act, 1948 and Madhya Pradesh Factory Rules, 1962 in 2011 against Mr. Sunny Gaur and another in relation to a fatal accident at the Bela plant of the Company owing to felling of clinker hopper (steel) whereby two people died on the spot. The matter is fixed for appearance of the accused. The matter is currently pending.

8. Satna truck owners association had filed a contempt petition in 2008 before the High Court of Madhya Pradesh against Mr. Sunny Gaur and others alleging that they were guilty of wilful disobedience of the order of the High Court of Madhya Pradesh dated July 23, 2008 which had directed them to ensure that no overloading was carried out. The petitioner alleged that in non-compliance of the order of the High Court of Madhya Pradesh and in violation of the Motor Vehicles Act, 1988, the accused continued to overload the vehicles beyond the permissible limit. Another contempt petition has been filed by Mr. Ravinadan Pathak against Mr. Sunny Gaur alleging violation of an order dated May 1, 2006 passed by the court of civil judge, Rewa. The matter is currently pending.

9. Ms. Sarla Devi and others had filed a civil suit on July 11, 2011 against the Company, wherein Mr. Sunny Gaur was impleaded as a party, against the order dated November 29, 2011 passed by civil judge, Rewa in a suit for permanent injunction wherein application under order 39 rules 1and 2 of the Code of Civil Procedure 1908 was dismissed in relation to a land in Sakarwat village which fell in lease area that was acquired of the Company. The matter is currently pending.

10. Six consumer complaints have been filed against the Company impleading Mr. Manoj Gaur and Mr. Rahul Kumar before the state and the national consumer forums in relation to, amongst others, cancellation of allotment of flats, forfeiture of earnest money deposited, and non-delivery of possession of flats booked by different individuals. The matters are currently pending.

11. Four petitions have been filed against the Company impleading Mr. Sunny Gaur as a party pertaining to various parcels of land owned by and leased to the Company seeking, amongst others, permanent injunction against undertaking of any construction or mining activities. Additionally, two petitions have been filed impleading Mr. Sunny Gaur as a party in relation to fatal accidents at the Rewa and Bela plants of the Company. The matters are currently pending.

With the exception of the above, there are no other material cases pending against the Directors or filed by the Directors.

V. Potential Litigations under the Companies Act, 1956 and Companies Act, 2013 in the last three years

1. The Office of the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh had by a letter dated January 23, 2013 called for information/clarification in respect of 159,500 non-convertible debentures for Rs. 9,825,870,000, 14049 non-convertible debentures for Rs. 9,999,800,000, and 2,000 - 10 per cent secured non-convertible debentures for Rs. 2,000,000,000 issued by JPVL including, amongst others, details of property mortgaged, complete list of debentures issued and payment of stamp duty. JPVL has by its letter dated February 16, 2013 responded to the letter furnishing all such details asked for in the said letter dated January 23, 2013. JPVL has not received any further communications from the RoC.

Except for as disclosed above, there has been no inquiry, inspections or investigations that have been initiated or conducted against the Company and its subsidiaries in the last three years. Further, no prosecutions have been filed, nor fines imposed, nor offences compounded against the Company and its subsidiaries, in the last three years.

VI. Material Fraud Committed against the Company in the last three years

There has been no case of material fraud committed against the Company in the last three years.

VII. Other Defaults

There has been no default in the repayment of (i) any statutory dues; (ii) debentures and interest thereon; (iii) deposits and interest thereon; and (iv) loan from any bank or financial institution and interest thereon.

VIII. Litigations Involving the Promoters

1. *Mr. Manoj Gaur*

   For details please refer to matter numbers 1 and 10 of point number III titled "*Litigations Involving the Directors*".

2. *Mr. Sunny Gaur*

   For details please refer to matter numbers 1 to 9 and 11 of point number III titled *"Litigations Involving the Directors"*.

3. *Mr. Rahul Kumar*

   For details please refer to matter numbers 3 and 10 of point number III titled *"Litigations Involving the Directors"*.

Except for as disclosed above, there has been no litigation or legal action pending or taken by any ministry, department of the government or a statutory authority against any other Promoter during the last three years, nor has there been any direction issued by any such ministry, department or statutory authority upon conclusion of any such litigation or legal action.

In relation to the Deceased Promoters, the legal heirs of each of the Deceased Promoters have not so far approached the Company for transmission of the Equity Shares held by each of the Deceased Promoters and no legal heir of each of the Deceased Promoters has claimed ownership of the Equity Shares held by each of the Deceased Promoters.

IX. Miscellaneous Matters

1. SEBI, by an adjudication order dated January 5, 2012, charged Mr. Harish K. Vaid, senior president (corporate affairs) and the company secretary of the Company, and Harish Vaid - Hindu Undivided Family ("**HUF**"), of which Mr. Harish K. Vaid is the Karta, for violation of regulation 3 of the PIT Regulations. It was alleged that based on certain unpublished price

sensitive information communicated by Mr. Harish K. Vaid, Harish K. Vaid - HUF purchased 500 shares of the Company valued at Rs. 37,500 and sold the same on the very next day at Rs. 40,000. SEBI therefore imposed a penalty of Rs. 1 million on each party, against which the parties filed an appeal before SAT. SAT, pursuant to an order passed on October 3, 2012, rejected the appeal and upheld the penalty imposed by SEBI. An appeal against the above order has been filed before the Supreme Court of India which has directed that pending disposal of the matter, the penalty imposed above not be recovered. The matter is currently pending.

2. SEBI, by an adjudication order dated January 5, 2012, charged Mr. Shyam Datt Nailwal with violation of regulation 3(i) and 4 of the Prohibition of Insider Trading Regulations, 1992. It was alleged that, based on certain unpublished price sensitive information, Mr. Shyam Datt Nailwal purchased 1,000 shares of the Company valued at Rs. 81,640 during the period when the trading window was closed. SEBI, through the said order imposed a penalty of Rs. 2 million on Mr. Shyam Datt Nailwal, against which Mr. Shyam Datt Nailwal filed an appeal before SAT. SAT, however, rejected the appeal and upheld the penalty imposed by SEBI. Thenafter, Mr. Shyam Datt Nailwal filed an appeal before the Supreme Court of India challenging the order of SAT, which was admitted on March 21, 2013. The matter is currently pending.

GENERAL INFORMATION

1. The Company was incorporated on November 15, 1995 under the name of 'Bela Cement Limited' which was changed to 'Jaypee Rewa Cement Limited' with effect from August 30, 2000. The name was again changed to 'Jaypee Cement Limited' with effect from January 3, 2002 and then to the present name of 'Jaiprakash Associates Limited' with effect from March 11, 2004.

2. The Company's registered office is located at Sector 128, Noida – 201 304, Uttar Pradesh, India. The Company is registered with the Registrar of Companies under CIN L14106UP1995PLC019017. The website of the Company is www.jalindia.com. The telephone number and fax number of the Company are +91 120 460 9000 and +91 120 460 9363 respectively.

3. The following are the details of the compliance officer for the purpose of the Issue:

   Name and designation: Mr. Harish K. Vaid, Senior President (Corporate Affairs), Company Secretary and Compliance Officer
   Address of the Compliance Officer: Sector 128, Noida – 201 304, Uttar Pradesh
   Tel: +91 120 460 9000
   Fax: +91 120 460 9363, +91 120 460 9496
   Email: harish.vaid@jalindia.co.in

4. The Issue was authorized and approved by the Board of Directors on November 14, 2013 and approved by the shareholders through postal ballot on March 26, 2014.

5. The Company has applied for the in-principle approvals to list the Equity Shares on the NSE and the BSE.

6. Copies of the Memorandum and Articles of Association of the Company will be available for inspection during usual business hours on any working day between 10.00 A.M. to 1.00 P.M. (except Saturdays, Sundays and public holidays) at the Registered Office.

7. Except as disclosed in this Placement Document, our Company has obtained all consents, approvals and authorizations required in connection with this Issue.

8. Except as disclosed in this Placement Document, there has been no material change in the Company's financial or trading position since March 31, 2014, the date of last published audited consolidated financial statements.

9. Except as disclosed in this Placement Document, there are no litigation or arbitration proceedings against or affecting the Company, or its assets or revenues, nor is the Company aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue.

10. The Company's statutory auditors are M/s. M.P. Singh & Associates, who have audited its consolidated financial statements for the years ended March 31, 2014, 2013 and 2012.

11. The Company confirms that it is in compliance with the minimum public shareholding requirements as specified in the Securities Contracts (Regulation) Rules, 1957.

12. The Floor Price for the Issue is Rs. 73.96, calculated in accordance with Chapter VIII of the SEBI Regulations, as certified by M/s. M.P. Singh & Associates. The Company , has pursuant to a resolution dated July 7, 2014 of the Finance Committee of the Board of Directors, approved a discount of 5% on the Floor Price (i.e. Rs. 3.69) in terms of Regulation 85 of the SEBI Regulations.

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF **JAIPRAKASH ASSOCIATES LIMITED** ON THE CONSOLIDATED FINANCIAL STATEMENTS OF **JAIPRAKASH ASSOCIATES LIMITED** AND ITS SUBSIDIARIES

The Board of Directors
Jaiprakash Associates Limited

Report on the Consolidated Financial Statements
We have audited the accompanying Consolidated Financial Statements of **Jaiprakash Associates Limited** ("the Company") and its subsidiaries/associates, which comprise the Consolidated Balance Sheet as at 31st March 2014, the Consolidated Statement of Profit & Loss, and the Consolidated Cash Flow Statement for the year then ended and a Summary of Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risk of material misstatements of the financial statements, whether due to fraud and error. In making those risk assessment, the auditor consider internal control relevant to the companies preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We did not audit the financial statements of 22 (Twenty Two) subsidiaries, 5(Five) Joint Venture companies and 2(Two) Associate companies, whose financial statements reflect total assets of Rs. 83,95,822.97 lacs as at 31st March 2014, total revenues of Rs. 11,73,637.75 lacs and net cash out flows amounting to Rs. 20,652.37 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the report of such other Auditors.

We report that the consolidated financial statements have been prepared by the **Jaiprakash Associates Limited** management in accordance with the requirements of Accounting Standards (AS) 21 'Consolidated Financial Statements', and Accounting Standards (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of **Jaiprakash Associates Limited** and its subsidiaries/associates as at 31st March, 2014.

(b) in the case of the Consolidated Statement of Profit & Loss, of the Loss of **Jaiprakash Associates Limited** and its subsidiaries/associates for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of **Jaiprakash Associates Limited** and its subsidiaries/associates for the year ended on that date.

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration Number 002183C

(CA. RAVINDER NAGPAL)
Partner
M.No.081594

Place :Noida
Dated : 27 May 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

	CONSOLIDATED NOTE No.		As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
EQUITY AND LIABILITIES					
SHAREHOLDERS FUNDS					
(a) Share Capital	2	44,382		44,382	
(b) Reserves and Surplus	3	982,639		1,210,914	
			1,027,021		1,255,296
MINORITY INTEREST					
(a) Share Capital		176,059		165,272	
(b) Reserves and Surplus		265,094		219,058	
(c) Share Application Money		-		-	
(d) Preference Share Capital		1,247	442,400	1,685	386,015
Deferred Revenue	4		56,266		48,715
NON-CURRENT LIABILITIES					
(a) Long-term Borrowings	5	5,694,567		5,323,776	
(b) Deferred Tax Liabilities [Net]	6	129,935		126,407	
(c) Other Long-term Liabilities	7	123,356		117,956	
(d) Long-term Provisions	8	33,025		60,715	
			5,980,883		5,628,854
CURRENT LIABILITIES					
(a) Short-term Borrowings	9	415,525		214,010	
(b) Trade Payables	10	394,905		372,114	
(c) Other Current Liabilities	11	1,893,093		1,515,165	
(d) Short-term Provisions	12	57,514		34,653	
			2,761,037		2,135,942
TOTAL			**10,267,607**		**9,454,822**
ASSETS					
NON-CURRENT ASSETS					
(a) **FIXED ASSETS**					
(i) Tangible Assets	13	3,589,726		3,301,654	
(ii) Intangible Assets		953,696		954,040	
(iii) Capital Work-in-Progress [including Incidental Expenditure During Construction Period]		2,609,817		2,147,572	
(iv) Intangible Assets under Development		102,610		82,632	
		7,255,849		6,485,898	
(b) **NON-CURRENT INVESTMENTS**	14	301,297		316,866	
(c) **LONG TERM LOANS AND ADVANCES**	15	387,901		390,861	
(d) **OTHER NON-CURRENT ASSETS**	16	263,966	8,209,013	188,132	7,381,757
CURRENT ASSETS					
(a) Current Investments	17	2,885		29,321	
(b) Inventories	18	200,942		241,957	
(c) Projects Under Development	19	761,922		729,181	
(d) Trade Receivables	20	212,181		206,729	
(e) Cash and Bank Balances	21	218,965		280,604	
(f) Short-term Loans and Advances	22	498,488		425,172	
(g) Other Current Assets	23	163,211	2,058,594	160,101	2,073,065
TOTAL			**10,267,607**		**9,454,822**

Summary of Significant Accounting Policies & Notes to the Financial Statements "1" to "50"

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

RAVINDER NAGPAL
Partner
M.No.081594

Place : Noida
Dated: 27th May, 2014

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	CONSOLIDATED NOTE No.		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
REVENUE FROM OPERATIONS [Gross]	**24**		2,085,610		2,004,223
Less:Excise Duty on Sales			102,173		109,200
REVENUE FROM OPERATIONS [Net of Excise Duty]			1,983,437		1,895,023
OTHER INCOME	**25**		14,200		18,057
TOTAL REVENUE			1,997,637		1,913,080
EXPENSES					
Cost of Materials Consumed	**26**	436,852		368,574	
Changes in Inventories of Finished Goods & Work-in-Progress	**27**	6,373		(28,395)	
Manufacturing, Construction, Real Estate, Infrastructure Hotel/Hospitality/Event & Power Expenses	**28**	511,916		488,149	
Employee Benefits Expense	**29**	89,434		88,193	
Finance Costs	**30**	609,420		456,884	
Depreciation and Amortisation Expense	**31**	170,802		143,599	
Other Expenses	**32**	301,305		304,343	
TOTAL EXPENSES			2,126,102		1,821,347
Profit/(Loss) before Exceptional, Prior Period Items & Tax			**(128,465)**		**91,733**
Profit on Sale of Shares - Exceptional Items			39,528		-
Prior Period Adjustments			1,529		807
Profit/(Loss) before Tax			**(87,408)**		**92,540**
Tax Expense					
Current Tax		13,801		31,313	
Deferred Tax		(30,950)		(14,634)	
Excess Provision for Income Tax in Earlier Years Reversed		-	(17,149)	(1,858)	14,821
Net Profit/(Loss) after Tax and before Minority Interest and Share in Earnings of Associates			**(70,259)**		**77,719**
Minority Share Holders Interest			(12,220)		(31,526)
Share in Earnings of Associates			(5)		(14)
Profit/(Loss) for the year			**(82,484)**		**46,179**
Profit/(Loss) from continuing operations		(69,493)		73,492	
Tax expenses of continuing operations		(10,016)		31,472	
Profit/(Loss) from continuing operations (after tax)			(59,477)		42,020
Profit/(Loss) from discontinuing operations		(30,140)		(12,492)	
Tax expenses of discontinuing operations		(7,133)		(16,651)	
Profit/(Loss) from discontinuing operations (after tax)			(23,007)		4,159
Profit/(Loss) for the year			**(82,484)**		**46,179**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share]					
Basic Earnings Per Share			**(3.72)**		**2.15**
Diluted Earnings Per Share			**(3.45)**		**2.09**
Summary of Significant Accounting Policies & Notes to the Financial Statements	**"1" to "50"**				

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

RAVINDER NAGPAL
Partner
M.No.081594

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 27th May, 2014

JAIPRAKASH ASSOCIATES LIMITED [CONSOLIDATED]

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax and Minority Shareholders Interest as per Statement of Profit & Loss		(87,408)		92,540
Add back:				
(a) Depreciation & Amortisation	171,645		144,365	
(b) Deferred Revenue on account of advance against depreciation	7,551		9,509	
(c) Finance Costs	609,420		456,884	
(d) Loss on sale of Assets [Net]	2,495	791,111	-	610,758
		703,703		703,298
Deduct:				
(a) Interest Income	(13,123)		(9,482)	
(b) Dividend Income	(22)		(37)	
(c) Profit on sale of Assets [Net]	-		(2,059)	
(d) Profit on Sale of Equity Shares	(39,528)		(72)	
(e) Profit on Sale/Redemption of Exchange Traded Funds/ Mutual Funds	(1,055)		(6,194)	
		(53,728)		(17,844)
Operating Profit before Working Capital Changes		649,975		685,454
(a) (Increase)/Decrease in Trade Receivables	(79,373)		(74,285)	
(b) (Increase)/Decrease in Inventories	41,015		(47,211)	
(c) (Increase)/Decrease in Projects under Development	(32,741)		(100,733)	
(d) (Increase)/ Decrease in Loans and Advances [including other Current Assets]	(83,709)		(197,660)	
(e) Increase/(Decrease) in Trade Payables, Other Liabilities & Provisions	(3,904)		326,213	
		(158,712)		(93,676)
Cash Generated from Operations		491,263		591,778
Deduct:				
Tax Paid		(35,963)		(39,543)
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES "A"		**455,300**		**552,235**
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Outflow:				
(a) Purchase of Fixed Assets [including Capital Work in Progress]	(886,122)		(1,232,018)	
(b) Purchase of Investments in Shares [including Share Application Money]	(5,487)		(21,157)	
		(891,609)		(1,253,175)
Inflow:				
(a) Sale/Transfer of Fixed Assets	18,059		9,273	
(b) Sale of Investments in Equity Shares	60,283		124	
(c) Sale of Investments in units of Mutual Fund /Exchange Traded Funds [Net]	27,491		10,570	
(d) Changes in Fixed Deposits	40,317		39,354	
(d) Interest Received	13,857		13,486	
(e) Dividend Received	22		37	
		160,029		72,844
NET CASH USED IN INVESTING ACTIVITIES "B"		**(731,580)**		**(1,180,331)**

(C) CASH FLOW FROM FINANCING ACTIVITIES:		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
Inflow:				
(a) Increase in Share Capital (Refer Note No.1)	-		1853	
(b) Increase in Security Premium (Net of expenses) (Refer Note No.1 & 2)	23		132,757	
(c) Increase in Minority Interest	10,349		35,904	
(d) Increase in Capital Reserve	-		16,676	
(e) Increase in Borrowings (Net of Repayments)	948,543		994,684	
		958,915		1,181,874
Outflow:				
(a) Finance Costs	(638,792)		(497,820)	
(b) Dividend Paid (including Tax on Dividend)	(19,407)		(12,770)	
(c) Decrease in Capital Reserve	(46,071)		-	
		(704,270)		(510,590)
NET CASH FROM FINANCING ACTIVITIES "C"		**254,645**		**671,284**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"		**(21,635)**		**43,188**
CASH AND CASH EQUIVALENTS AS AT 01.04. (OPENING BALANCE)		191,193		148,005
CASH AND CASH EQUIVALENTS AS AT 31.03. (CLOSING BALANCE)		169,558		191,193

Notes:

1. Increase in Share Capital & Security Premium is on account of Conversion of Foreign Currency Convertible Bonds issued by the Parent Company into Equity Shares. Correspondingly, the Borrowings have been decreased.

2. Increase in Security Premium also includes premium received by Parent & Subsidiary Companies on issue of Shares and provision of expenses reversed.

3. The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS - 3) "Cash Flow Statement".

4. Previous year figures have been regrouped/rearranged wherever necessary.

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Regn No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

RAVINDER NAGPAL
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DIRECTOR & C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 27th May,2014

CONSOLIDATED NOTE No. "1"
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Consolidated Financial Statements:

[i] The Consolidated Financial Statements are prepared in accordance with Accounting Standards [AS 21] on Consolidated Financial Statements, Accounting for Investment in Associates in Consolidated Financial Statements [AS 23] and Financial Reporting of Interests in Joint Ventures [AS 27].

[ii] The Financial statements of the Subsidiary Companies including Joint Venture Subsidiaries used in the consolidation are drawn upto the same reporting date, as that of the Parent Company, Jaiprakash Associates Limited (JAL).

Principles of Consolidation:

[i] The Financial Statements of JAL and its subsidiaries including Joint Venture Subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and unrealised profits/ losses.

[ii] The Interest in Joint Ventures are reported using proportionate consolidation method i.e. by adding proportionate values of like items of assets, liabilities, income and expenses and eliminating intra group balances, transactions proportionately.

[iii] Investment in Associates is accoounted in Consolidated Financial Statements as per Equity method.

[iv] The Financial Statements of JAL and its subsidiaries are consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

[v] The difference between the cost to JAL of its investments in each of the subsidiaries over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statement as Goodwill or Capital Reserve, as the case may be, Goodwill is amortised over a period of ten years.

General:

[i] The Accounts are prepared on the historical cost basis [except for certain assets which are revalued] comprising of mandatory Accounting Standard notified in Section 211 (3C) and other provisions of the Companies Act, 1956 to the extent applicable and the Companies Act 2013 (to the extent notified & applicable).

[ii] The Accounts are prepared on the principles of a going concern.

[iii] Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

Revenue Recognition:

[i] Revenue is recognised when it can be reliably measured and it is reasonable to expect ultimate collection.

[ii] Revenue from Sale of Goods transactions (excluding transactions for which Revenue recognition policy is specifically mentioned below) is recognised when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding amount of consideration. Cement Sales / Clinker Sales/ Others are net of Excise Duty/Value Added Tax and exclusive of Self Consumption.

[iii] Revenue from Sale of service transactions are recognised when no significant uncertainty exists regarding the amount of consideration that will be derived from rendering the service.

[iv] Advances received for Time Share Weeks are reckoned as income in equal amounts spread over the Time Share period commencing from the year in which full payment is received.

[v] Escalations/Claims are taken in the accounts on the basis of receipt or as acknowledged by the client depending upon the certainty of receipt.

[vi] Revenue from Real Estate Development of constructed properties is recognised based on the “Percentage of completion method”. Total sale consideration as per the legally enforceable agreements to sell entered into is recognised as revenue based on the percentage of actual project costs incurred to total estimated project cost, subject to such actual cost incurred being 30 percent or more of the total estimated project cost. Project cost includes cost of land, estimated cost of construction and development of such properties. The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates recognised in the period such changes are determined. Where aggregate of the payment received from customers provide insufficient evidence of their commitment to make the complete payment, revenue is recognised only to the extent of payment received.

Revenue from sale / sub-lease of undeveloped land is recognized when full consideration is received against agreement to sell / sub-lease, all significant risks and rewards are transferred to the customer and possession is handed over.

Revenue from sale / sub-lease of developed land / plot is recognised based on the "Percentage of completion method" when a firm agreement has been entered into and 30 percent or more of the consideration is received and where no significant uncertainty exists regarding the amount of the consideration that will be derived from such sales and it is not unreasonable to expect ultimate collection, and all significant risks and rewards are transferred to the customer.

The revenue in respect of projects undertaken on or after 1st April, 2012 or where the revenue is being recognised for the first time after 1st April, 2012 is recognised in accordance with the Guidance Note on Accounting for Real Estate Transactions [Revised 2012] issued by Institute of Chartered Accountants of India.

[vii] (a) The costs that are incurred before a construction contract is secured are treated as expenses for the year in which these are incurred and charged to revenue.

(b) The costs attributable to contracts are normally identified to respective contracts. However, the costs which cannot be identified/identifiable to a specified contract are charged to the general revenue in the year in which such costs are incurred.

[viii] Dividend Income is recognized when right to receive payment is established.

[ix] Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

[x] Royalties on an accrual basis in accordance with the terms of the relevant agreement.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

Fixed Assets:

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial costs upto the date of acquisition/ installation and net of recoverable taxes. Major Expenditure in Hotel properties involving relocation and redesigning of various outlets, guest floors and additions thereto, enhancement in the value of assets and revenue generating capacity is capitalised. Foreign Exchange Rate Difference on long term monetary items arising on settlement or at reporting dates attributable to Fixed Assets is capitalised/adjusted in the carrying value of the Fixed Assets.

Depreciation:

[i] Depreciation has been provided @ 2.71% p.a. on straight line method on Hydro Electric Plant at Baspa and Vishnu Prayag and 2.57% p.a. on Hydro Electric Plant at Karcham as approved by the Ministry of Company Affairs, Government of India.

[ii] Depreciation on Fixed Assets other than (i) above is provided on Straight Line Method as per the classification and on the basis of Schedule-XIV of the Companies Act, 1956 except on intangible assets [toll road] which is provided in the manner prescribed in Serial-V of Schedule XIV.

[iii] Computer Softwares is amortised over a period of five years.

[iv] Mining Rights/Mine Development Expenditure is amortised over the remaining period of the lease after commencement of commercial operation.

[v] Premium on Lease-hold Land [except in case of perpetual lease] is amortised over the period of lease.

[vi] Goodwill on consolidation is amortised over a period of ten years.

Investments:

Long term Investments are stated at Cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current Investments are carried at lower of cost or quoted/ fair value, computed categorywise.

Employee Benefits:

Employee Benefits are provided in the books as per AS -15 (revised) in the following manner :

[i] Provident Fund and Pension contribution - as a percentage of salary/wages is a Defined Contribution Plan and is accounted on accrual basis.

[ii] Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method.

Inventories:

[i] Inventories are valued at Cost or Net Realisable Value whichever is lower. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of Raw Materials, Construction Materials, Stores & Spares, Packing Materials, Stock of Food & Beverages, Operating Stores and supplies is determined on Weighted Average basis.

[ii] Stock of Finished Goods lying in the factory premises includes excise duty, pursuant to the Accounting Standard (AS-2) [Revised].

[iii] Work-in-Progress/Stock-in-Process are valued at cost. In case of Item Rate Contract work in progress is measured on the basis of physical measurement of work actually completed as at the balance sheet date. In case of cost plus contracts work in progress is taken as cost not billed on the contractee.

Foreign Currency Transactions:

[i] Transactions denominated in Foreign Currency are recorded in the Books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.

[ii] Monetary Assets and Liabilities related to Foreign Currency transactions and outstanding, except assets and liabilities hedged by a hedge contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.The exchange difference arising either on settlement or at reporting date is recognised in the Statement of Profit & Loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

[iii] Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognised in the Statement of Profit & Loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets. Premium paid in respect of Hedge Contracts are recognised in the Statement of Profit & Loss, except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

[iv] The Company uses foreign currency contracts to hedge its risks associated with foreign currency fluctuations. The Company does not use derivative financial instrument for speculative purposes.

[v] Non Monetary foreign currency items are carried at cost.

Lease Rentals:

[i] Operating Leases: Rentals are expensed with reference to lease terms.

[ii] Finance Leases: The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit & Loss.

Research and Development:

Revenue expenditure on Research and Development is charged to Statement of Profit & Loss in the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

Incidental Expenditure During Construction Period:

Incidental Expenditure incurred on projects/assets during construction/implementation is capitalised and apportioned to projects/assets on commissioning.

Earnings Per Share:

Basic earnings per equity share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares during the year.

Borrowing Costs:
Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to Statement of Profit & Loss.

Segment Reporting:
Revenue, operating results, assets and liabilities have been identified to represent separate segments on the basis of their relationship to the operating activities of the segment. Assets, Liabilities, Revenue and Expenses which are not allocable to separate segment on a reasonable basis, are included under

Taxes on Income:
Current Tax, Deferred Tax Asset and Deferred Tax Liability are stated as the aggregate of respective figures in the separate Balance Sheets.

Current Tax is determined as per the provisions of the Income Tax Act in respect of Taxable Income for the year. Deferred Tax Liability is computed as per Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are computed by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Provisions, Contingent Liabilities and Contingent Assets:
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent Assets are neither recognised nor disclosed in the financial statements. The Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Accounting for Oil Activity:
The Company has adopted Full Cost Method of Accounting for its Oil & Gas Exploration Activity and all costs incurred in Acquisition, Exploration and Development are accumulated.

Premium on Redemption of Debentures
Premium paid/ payable on Redemption of Debentures, net of tax impact, are adjusted against the Securities Premium Reserve.

CONSOLIDATED NOTE No. "2"
SHARE CAPITAL

		As At 31.03.2014 ₹ LAKHS	As At 31.03.2013 ₹ LAKHS
Authorised			
12,344,000,000	Equity Shares [Previous Year 12,344,000,000] of ₹ 2/- each	246,880	246,880
3,120,000	Preference Shares [Previous Year 3,120,000] of ₹ 100/- each	3,120	3,120
		250,000	250,000
Issued, Subscribed and Fully Paid-up			
2,219,083,559	Equity Shares [Previous Year 2,219,083,559] of ₹ 2/- each fully paid up	44,382	44,382
		44,382	44,382

2.1 Issued, Subscribed and Paid-up Share Capital in number comprises of

Shares for consideration in cash

20,219,850	Equity Shares [Previous Year 2,02,19,850] allotted under "Jaypee Employees Stock Purchase Scheme 2002";
12,500,000	Equity Shares [Previous Year 1,25,00,000] allotted under "Jaypee Employees Stock Purchase Scheme 2009";
201,623,717	Equity Shares [Previous Year 20,16,23,717] allotted on conversion of Foreign Currency Convertible Bonds;
10,000,000	Equity Shares [Previous Year 1,00,00,000] allotted to Promoters on Preferential Basis and
64,204,810	Equity Shares allotted through Qualified Institutional Placement as on 06.02.2013.

Shares for consideration other than cash

860,865,055	Equity Shares [Previous Year 86,08,65,055] allotted in terms of the Scheme of Amalgamation effective from 11.03.2004;
124,378,825	Equity Shares [Previous Year 12,43,78,825] allotted in terms of Scheme of Amalgamation effective from 22.08.2006;
218,010,985	Equity Shares [Previous Year 21,80,10,985] allotted pursuant to Scheme of Amalgamation effective from 27.05.2009 and
707,280,317	Equity Shares [Previous Year 70,72,80,317] allotted as Bonus Shares .

2.2 Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period:

	As At 31.03.2014		As At 31.03.2013	
	Number	₹ Lakhs	Number	₹ Lakhs
Equity Shares at the beginning of the year	2,219,083,559	44,382	2,126,433,182	42,529
Add Equity Shares allotted on conversion of Foreign Currency Convertible Bonds	-	-	28,445,567	569
Add Equity Shares allotted on Qualified Institutional Placement	-	-	64,204,810	1,284
Equity Shares at the end of the year	2,219,083,559	44,382	2,219,083,559	44,382

2.3 Terms / Rights

The Company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Each share is entitled to equal dividend declared by the Company and approved by the Share holders of the Company.

In the event of liquidation, each share carries equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

2.4 Details of Shareholder holding more than 5% Shares:

	As At 31.03.2014		As At 31.03.2013	
Name of Shareholder	Number	% holding	Number	% holding
Jaypee Infra Ventures [a Private Company with unlimited liability]	726,150,727	32.72	717,656,303	32.34

CONSOLIDATED NOTE No. "3" RESERVES AND SURPLUS			As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
General Reserve					
As per last Balance Sheet		223,145		208,993	
Add :Transfer from Debenture Redemption Reserve		-		7,692	
Add :Transfer from Surplus - Balance in Statement of Profit and Loss		1,089	224,234	6,460	223,145
Debenture Redemption Reserve					
As per last Balance Sheet		205,372		228,350	
Less:Transfer to Surplus - Balance in Statement of Profit and Loss		21,428		15,286	
Less :Transfer to General Reserve		-	183,944	7,692	205,372
Security Premium Redemption Reserve					
As per last Balance Sheet		10,001		2,850	
Transfer from Security Premium Reserve		9,599	19,600	7,151	10,001
Revaluation Reserve					
As per last Balance Sheet		19,853		20,053	
Less:Depreciation and Amortisation adjusted on Revalued Assets		202	19,651	200	19,853
Securities Premium Reserve					
As per last Balance Sheet		448,339		371,389	
Add: Premium on issue of shares		53		116,939	
Add : On conversion of Foreign Currency Convertible Bonds into Shares		-		21,476	
Less: Adjustment during the year		30		-	
Less: Provision of Premium Payable on Redemption of Debentures		28,985		48,656	
Less: Transfer to Security Premium Redemption Reserve		9,599		7,151	
Less: Expenses on issue of Shares / Debentures		-	409,778	5,658	448,339
Reserve for Premium on Foreign Currency Convertible Bonds					
As per last Balance Sheet		6,874		81,945	
Less: Transfer to Surplus - Balance in Statement of Profit and Loss		-		77,946	
Add : Provided for the year		3,122		2,940	
Less: Paid on Redemption		-	9,996	65	6,874
Capital Reserve					
As per last Balance Sheet		117,789		99,283	
Add :Addition during the year		-	117,789	18,506	117,789
Special Reserve u/s 80IA (6)					
As per last Balance Sheet		-		-	
Add:Transferred from Surplus		280,069		-	
Less:Transferred to Special Reserve Utilization		280,069	-	-	-
Special Reserve Utilization					
As per last Balance Sheet		-		-	
Add :Transferred from Special Reserve u/s 80IA (6)		280,069	280,069	-	-
Capital Reserve on Consolidation					
As per last Balance Sheet		46,071		47,901	
Less : Adjustments during the year		46,071	-	1,830	46,071
Capital Redemption Reserve					
As per last Balance Sheet			113		113
Share Forfeited Reserve					
As per last Balance Sheet			1		1
Surplus - Balance in Statement of Profit and Loss					
As per last Balance Sheet		352,414		207,999	
Profit/(Loss) for the year		(82,484)		46,179	
		269,930		254,178	
Add :Provision for Dividend Distribution Tax written-back		1,800		937	
Add :Final Dividend Transferred from Trusts		947		947	
Add :Transfer from Reserve for Premium on Foreign Currency Convertible Bonds		-		77,946	
Add :Minority Share holders Interest for Appropriation		12,220		31,526	
Add :Transfer from Debenture Redemption Reserve		21,428		15,286	
Less:Appropriations					
Transfer to Reserve for Premium on Foreign Currency Convertible Bonds	3,122			2,940	
Dividend Paid for earlier years	1,600			-	
Deffered Tax Liability of earlier Years	34,478			-	
Transfer to Special Reserve	280,069			-	
Transfer to General Reserve	1,089	320,358		6,460	
Less:Dividend					
Interim Equity Dividend	936			-	
Tax on Interim Equity Dividend	612			-	
Proposed Final Equity Dividend	1,142			14,304	
Tax on Proposed Final Equity Dividend	720	3,410	(17,443)	4,702	352,414
			1,247,732		1,429,972
Less:Minority Share holders interest in Reserve and Surplus			265,093		219,058
			982,639		**1,210,914**

CONSOLIDATED NOTE No. "4" DEFERRED REVENUE	As At 31.03.2014 ₹ LAKHS	As At 31.03.2013 ₹ LAKHS
Advance against depreciation		
As per Last Balance Sheet	48,715	39,206
Add :Addition during the year	7,551	9,509
	56,266	**48,715**

CONSOLIDATED NOTE No. "5" LONG-TERM BORROWINGS	As At 31.03.2014 Current	As At 31.03.2014 Non-Current	As At 31.03.2013 Current	As At 31.03.2013 Non-Current
[I] SECURED LOANS				
A. **NON-CONVERTIBLE DEBENTURES**	224,537	331,303	148,407	510,852
B. **TERM LOANS**				
(i) From Financial Institutions				
(a) In Rupees	27,311	746,152	54,489	336,292
(b) In Foreign Currency	1,864	4,195	1,691	5,497
(ii) From Banks				
(a) In Rupees	595,134	4,037,695	343,870	3,731,979
(b) In Foreign Currency	14,765	87,615	4,072	85,538
(iii) From Others	10,821	25,496	10,450	28,463
C. **Deferred Payment Liabilities**				
Foreign Currency - Buyer's Credit	2,057	450	1,866	2,274
D. **Loan from State Governments [Interest Free]**	-	35,572	-	30,735
E. **ADVANCE FROM CLIENTS**				
From Government Departments, Public Sector Undertakings & Others - Secured against Hypothecation of construction material and plant & machinery Interest Bearing	-	606	-	606
Total =====> "I"	**876,489**	**5,269,084**	**564,845**	**4,732,236**
[II] UNSECURED LOANS				
A. Convertible Debentures	-	6,700	-	10,000
B. Foreign Currency Convertible Bonds	120,980	66,781	-	170,259
C. Foreign Currency Loans from Banks [ECB]				
(i) ECB [USD / JPY]	-	19,659	32,279	17,521
(ii) ECB [GBP]	10,310	5,148	10,216	15,318
(iii) ECB [CAD]	11,524	5,755	11,431	17,139
(iv) ECB [USD]-2012	5,550	77,700	-	82,200
D. Loans from Banks	3,986	40,946	3,549	45,246
E. Term Loan from Financial Institution	-	-	20,000	-
F. Fixed Deposits Scheme	100,542	148,581	104,417	166,710
G. Others [including Deferred Payment for Land]	20,411	54,213	26,575	67,147
Total =====> "II"	**273,303**	**425,483**	**208,467**	**591,540**
Gr. Total =====> "I + II"	**1,149,792**	**5,694,567**	**773,312**	**5,323,776**

CONSOLIDATED NOTE No. "6" DEFERRED TAX LIABILITIES [NET]		As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
Deferred Tax Liabilities		290,394		219,861
Less:Deferred Tax Assets		160,459		93,454
[Refer Consolidated Note No."39(b)"]				
		129,935		**126,407**

CONSOLIDATED NOTE No. "7"
OTHER LONG TERM LIABILITIES

Long Term Trade Payables				
Due to Micro, Small and Medium Enterprises	-		-	
Others	18,448	18,448	15,373	15,373
Interest accrued but not due on Borrowings		13,978		9,090
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)				
(a) Interest Bearing	1,967		1,967	
(b) Non Interest Bearing				
(i) From Associates	-		188	
(ii) From Others	9,080	11,047	22,335	24,490
Advance from Customers		170		193
Other Payables				
(i) Capital Suppliers	40,719		26,943	
(ii) Statutory Dues	44		44	
(iii) Others Creditors	38,950	79,713	41,823	68,810
		123,356		**117,956**

CONSOLIDATED NOTE No. "8"
LONG-TERM PROVISIONS

Provision for Premium on Redemption of Debentures	26,307	55,791
Provisions for Employee Benefits		
For Gratuity	1,630	471
For Leave Encashment	5,088	4,453
	33,025	**60,715**

CONSOLIDATED NOTE No. "9"
SHORT-TERM BORROWINGS

[I] SECURED LOANS				
a. Term Loans:				
(i) From Banks	180,794		16,060	
(ii) From Others	-	180,794	564	16,624
b. Working Capital Loans				
From Banks		108,258		71,900
c. Bill Discounting		3,386		3,166
[II] UNSECURED LOANS				
a. Loans from Banks	35,741		40,895	
b. Bills Discounting	86,762		80,091	
c. Fixed Deposits Scheme	584		1,334	
		123,087		122,320
		415,525		**214,010**

CONSOLIDATED NOTE No. "10" TRADE PAYABLES		As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
Due to Micro, Small and Medium Enterprises		-		-
Others		394,905		372,114
		394,905		**372,114**

CONSOLIDATED NOTE No. "11" OTHER CURRENT LIABILITIES				
Current maturities of Long term Debt				
(a) Secured Loans [Refer Consolidated Note No.5[I]]	876,489		564,845	
(b) Unsecured Loans [Refer Consolidated Note No.5[II]]	273,303	1,149,792	208,467	773,312
Interest accrued but not due on Borrowings		38,037		54,309
Adjustable receipts against Contracts (Secured Partly against Bank Guarantees)				
(a) Interest Bearing	6,502		5,125	
(b) Non Interest Bearing				
(i) From Associates	163		378	
(ii) From Others	16,650	23,315	13,122	18,625
Advance from Customers		440,159		440,353
Unclaimed Dividend*	1,513		1,471	
Unclaimed Matured Public Deposit [including interest thereon]*	3,190	4,703	2,934	4,405
*[Appropriate amounts shall be transferred to Investor Education & Protection Fund, if and when due]				
Other Payables				
(i) Capital Suppliers	128,763		96,365	
(ii) Statutory Dues	28,238		18,596	
(iii) Staff Dues	10,786		9,912	
(iv) Others Creditors	69,300		99,288	
		237,087		224,161
		1,893,093		**1,515,165**

CONSOLIDATED NOTE No. "12" SHORT-TERM PROVISIONS				
Provisions for Employees Benefits				
For Gratuity	263		188	
For Leave Encashment	607	870	1,186	1,374
Others				
Provisions of Premium on Redemption of Debentures	54,782		14,273	
For Proposed Final Equity Dividend	1,142		14,304	
For Tax on Proposed Final Equity Dividend	720		4,702	
		56,644		33,279
		57,514		**34,653**

₹ LAKHS

CONSOLIDATED NOTE No."13"
FIXED ASSETS

Particulars	GROSS CARRYING VALUE				DEPRECIATION / AMORTISATION				NET CARRYING VALUE	
	As at 01.04.2013	Addition during the year	Sale/Transfer/ Discard/ Adjustment during the year	As at 31.03.2014	Upto 31.03.2013	For The year	Sale/Adjust-ment	Upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
[A] TANGIBLE ASSETS										
01 Land										
(a) Leasehold Land	**142,540**	48,848	32	**191,356**	1,047	4,899	-	5,946	**185,410**	141,493
(b) Freehold Land	**53,928**	3,933	52	**57,809**	-	-	-	-	**57,809**	53,928
02 Building	**429,715**	37,053	1,039	**465,729**	33,799	10,538	102	44,235	**421,494**	395,916
03 Purely Temporary Erections	**8,305**	-	-	**8,305**	8,305	-	-	8,305	**-**	-
04 Railway siding	**18,001**	8,559	10	**26,550**	4,126	895	-	5,021	**21,529**	13,875
05 Plant & Equipment	**2,906,703**	321,252	6,703	**3,221,252**	472,746	138,438	3,221	607,963	**2,613,289**	2,433,957
06. Captive Thermal Power Plants	**165,687**	56,704	13,341	**209,050**	35,583	8,211	1,221	42,573	**166,477**	130,104
07 Wind Turbine Generators	**27,990**	665	-	**28,655**	7,784	1,480	-	9,264	**19,391**	20,206
08 Golf Course & Race Track	**68,706**	-	752	**67,954**	6,205	3,193	-	9,398	**58,556**	62,501
09 Miscellaneous Fixed Assets (Hotel)	**4,424**	164	77	**4,511**	2,051	198	46	2,203	**2,308**	2,373
10 Vehicles	**18,013**	655	221	**18,447**	8,183	1,357	172	9,368	**9,079**	9,830
11 Furniture & Fixtures	**11,492**	351	93	**11,750**	5,400	717	55	6,062	**5,688**	6,092
12 Office Equipment	**28,481**	1,437	473	**29,445**	10,381	2,529	409	12,501	**16,944**	18,100
13 Ships: Boat	**38**	-	-	**38**	6	2	-	8	**30**	32
14 Aeroplane /Helicopter	**17,369**	-	911	**16,458**	4,122	937	323	4,736	**11,722**	13,247
TOTAL TANGIBLE ASSETS	**3,901,392**	**479,621**	**23,704**	**4,357,309**	**599,738**	**173,394**	**5,549**	**767,583**	**3,589,726**	**3,301,654**
[B] INTANGIBLE ASSETS										
01 Goodwill on Consolidation	**-**	5,772	-	**5,772**	-	577	-	577	**5,195**	-
02 Goodwill	**-**	27	-	**27**	-	-	-	-	**27**	-
03 Computer Software	**3,943**	5	-	**3,948**	1,954	634	-	2,588	**1,360**	1,989
04 Road	**944,184**	-	-	**944,184**	2,047	2,757	-	4,804	**939,380**	942,137
05 Mining Rights	**7,515**	432	-	**7,947**	-	213	-	213	**7,734**	7,515
06 Deferred Revenue Expenditure	**4,800**	-	4,800	**-**	2,401	-	2,401	-	**-**	2,399
07 Fees Paid to Franchiser	**22**	-	22	**-**	22	-	22	-	**-**	-
TOTAL INTANGIBLE ASSETS	**960,464**	**6,236**	**4,822**	**961,878**	**6,424**	**4,181**	**2,423**	**8,182**	**953,696**	**954,040**
GRAND TOTAL	**4,861,856**	**485,857**	**28,526**	**5,319,187**	**606,162**	**177,575**	**7,972**	**775,765**	**4,543,422**	**4,255,694**
CAPITAL WORK IN PROGRESS [Including Incidental Expenditure During Construction Period]									**2,609,817**	**2,147,572**
INTANGIBLE ASSETS UNDER DEVELOPMENT									**102,610**	**82,632**

Note:

[a] Depreciation for the year, includes ₹ 5728 Lakhs [Previous Year ₹ 8759 Lakhs] on assets used for Projects under implementation and shown in Note No."34" Incidental Expenditure During Construction Period.

[b] Deferred Revenue Expenditure has been transferred to Prepaid Expenses.

CONSOLIDATED NOTE No. "14" NON-CURRENT INVESTMENTS			As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS	
(A) Investments in Subsidiaries						
IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	NIL (200,000,000)	Equity Shares of Jaypee Health Care Limited of ₹ 10/- each	-		20,000	
(ii)	NIL (1,000,000)	Equity Shares of Jaypee Cement Hockey (India) Limited of ₹ 10/- each	-		100	
(iii)	NIL (50,000)	Equity Shares of Jaypee Cement Cricket (India) Limited of ₹ 10/- each	-		5	
[iv]	50,000	Equity Shares of Himachal Baspa Power Company Limited of ₹ 10/- each	5		-	
[v]	50,000	Equity Shares of Himachal Karcham Power Company Limited of ₹ 10/- each	5		-	
				10		20,105
(B) Investment in Associate Companies						
IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	10,000 (10,000)	Equity Shares of Jaiprakash Kashmir Energy Limited of ₹ 10/- each	1		1	
(ii)	736,620 (736,620)	Equity Shares of RPJ Minerals Private Limited of ₹ 10/- each	24		29	
(iii)	23,575 (23,575)	Equity Shares of Sonebhadra Minerals Private Limited of ₹ 10/- each	4		6	
(iv)	13,750 (13,750)	Equity Shares of Indesign Enterprises Private Limited, Cyprus Cyprus Pound 1/- each	20		20	
				49		56
(C) Investment in Joint Venture Company						
IN PREFERENCE SHARE- Unquoted, fully paid-up						
(i)	1,901,050 (1,901,050)	10 % Cumulative Reedemable Preference Shares of Jaypee Uttar Bharat Vikas Limited of ₹ 10/- each	19,011		19,011	
(ii)	28,074,295 (10,500,000)	11% Convertible Preference Shares of Kanpur Fertilizers & Cement Limited of ₹ 10/- each	5,615		2,100	
(iii)	9,023,881 (9,000,000)	10 % Cumulative Reedemable Preference Shares of Kanpur Fertilizers & Cement Limited of ₹ 10/- each	9,024	33,650	9,000	30,111
(D) Other Investments						
(a) IN EQUITY SHARES - Quoted, fully paid-up						
(i)	15,350 (15,350)	Equity shares of Capital Trust Limited of ₹ 10/- each	2		2	
(ii)	100 (100)	Equity Shares of IFCI Limited of ₹ 10/- each [₹ 3500/-]	-		-	
(iii)	721,600 (721,600)	Equity Shares of Indian Overseas Bank Limited of ₹ 10/- each	72		72	
(iv)	NIL (868,000)	8,68,000 Equity Shares of Sumeru Industries Limited of ₹ 1/- each	-		6	
(v)	20,000 (20,000)	20,000 Equity Shares of Saket Projects Limited of ₹ 10/- each	2		2	
(vi)	165,900 (165,900)	1,65,900 Equity Shares of PNB Gilts Limited of ₹ 10/- each	50		50	
(vii)	25,000 (25,000)	25,000 Equity Shares of Tourism Finance Corporation of India Limited of ₹ 10/- each	5		5	
				131		137
(b) IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	5 (5)	Equity Shares of Makers Chamber VI Premises Co-operative Society Limited, Bombay of ₹ 50/- each [₹ 250/-]	-		-	
(ii)	2,035,000 (2,035,000)	Equity Shares of Delhi Gurgaon Super Connectivity Limited of ₹ 10/- each	204		204	
(iii)	840,000 (840,000)	Equity Shares of U.P. Asbestos Limited of ₹ 10/- each [₹ 1/-]	-		-	
(iv)	5 (5)	Equity Shares of Sanukt Members Association of ₹ 100/- each [₹ 500/-]	-	204	-	204
(E) BULLION						
		Gold [27 Kgs]		260		260
(F) INTEREST IN BENEFICIARY TRUSTS						
(i)		JHL Trust	4,603		4,603	
(ii)		JCL Trust	33,105		33,105	
(iii)		GACL Trust	19,606		19,606	
(iv)		JEL Trust	3,085		3,085	
(v)		JPVL Trust	198,594	258,993	198,594	258,993
(G) OTHER NON CURRENT INVESTMENT				7,000		7,000

		As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
(H) INVESTMENT IN BONDS				
IFCI Tax Free Bond		1,000		-
		301,297		**316,866**

"14.1" Aggregate cost of:

	As At 31.03.2014	As At 31.03.2013
Quoted Investments [Market Value ₹ 406 Lakhs] [Previous Year ₹ 524 Lakhs]	131	137
Unquoted Investments in Equity Shares, Preference Shares, Bullion & Bonds	35,173	50,736

"14.2" The Trusts mentioned in Sl. No.(F)(i) to (iv) are holding 18,93,16,882 Equity Shares [Previous Year 18,93,16,882] of ₹ 2/- of Jaiprakash Associates Limited, the sole beneficiary of which is the Company. [The Market Value of Shares held in these Trusts is ₹ 101663 Lakhs (Previous Year ₹ 123908 Lakhs)] and Trust at F(v) is holding 34,40,76,923 Equity Shares of Jaiprakash Power Ventures Limited, the sole beneficiary of which is Jaiprakash Power Ventures Limited [subsidiary of the Company] [Market Value ₹ 48687 Lakhs (Previous Year ₹ 89804 Lakhs)].

"14.3" All Investments are Non-trade Investments.

"14.4" Since the Market Rate of Saket Project Limited was not available in any of the Stock Exchanges, Market Value has been considered equivalent to Face Value.

CONSOLIDATED NOTE No. "15"
LONG-TERM LOANS AND ADVANCES
[Unsecured, considered good]

		As At 31.03.2014		As At 31.03.2013
Capital Advance		104,702		134,756
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	78,856		64,107	
(b) Others	1,936	80,792	2,194	66,301
Loans and Advances to Related Parties		7,029		6,790
Advances to Suppliers, Contractors, Sub-contractors & Others		31,422		45,568
Advances for Land		5,034		23,012
MAT Credit Entitlement		46,976		42,937
Claims and Refund Receivable		44,202		41,296
Prepaid Expenses		25,485		6,065
Advance Income Tax and Tax Deducted at Source [Net of Provision]		42,259		24,136
		387,901		**390,861**

CONSOLIDATED NOTE No. "16"
OTHER NON-CURRENT ASSETS
[Unsecured, considered good]

		As At 31.03.2014		As At 31.03.2013
Long Term Trade Receivables				
(a) Considered good		259,752		185,831
(b) Doubtful				
From Overseas Works	10,163		10,163	
Less:Provision for writting off	10,163	-	10,163	-
Term Deposits with Banks for more than twelve months		4,125		2,127
Interest accrued on Fixed Deposits & Others		89		174
		263,966		**188,132**

"16.1" Term Deposits with Maturity more than twelve months includes ₹ 2124 Lakhs [Previous Year ₹ 671 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

CONSOLIDATED NOTE No. "17"
CURRENT INVESTMENTS

	As At 31.03.2014	As At 31.03.2013
(a) In Units of Exchange Traded Funds, Quoted [Market Value ₹ 2,485 Lakhs (Previous Year ₹ 3,621 Lakhs)]	2,485	3,621
(b) In Units of Mutual Funds, Unquoted	400	25,700
	2,885	**29,321**

"17.1" Particulars of Investments in Units of Exchange Traded Funds [ETF] and Mutual Funds as on date of Balance Sheet:

	Name of Mutual Fund/ ETF	Units	2013-14 ₹ LAKHS	Units	2012-13 ₹ LAKHS
[I]	Investment in Units of Exchange Traded Funds				
	NSEL - E - Silver	57,479	2,485	67,550	3,621
	Total [I]		2,485		3,621
[II]	Investment in Units of Mutual Funds				
[a]	Canara Robeco Indigo Fund	-	-	960,384	100
[b]	Axis Hybrid fund-series 2- Growth Plan	1,000,000	100	1,000,000	100
[c]	Axis Capital Protection Oriented Fund -Series 2 [Growth]	999,990	100	999,990	100
[d]	SBI Dynamic Bond Fund -Growth	-	-	776,862	100
[e]	Canara Robeco Capital Protection Oriented Fund - Series II	1,000,000	100	-	-
[f]	Kotak Bond Scheme Plan - Growth	-	-	2,973,076	1,000
[g]	Canara Robeco Gold Savings Fund	1,000,000	100	1,000,000	100
[h]	IDFC Dynamic Bond Fund - Plan A - Growth	-	-	4,491,511	1,000
[i]	SBI Magnum Income Fund - Growth	-	-	711,835	200
[j]	Birla Sunlife Income Plus Fund - Growth	-	-	1,901,303	1,000
[k]	HDFC Income Fund - Growth	-	-	3,739,772	1,000
[l]	Birla Sunlife Dynamic Bond Fund	-	-	5,050,888	1,000
[m]	Axis Short Term Fund	-	-	7,854,843	1,000
[n]	LIC Nomura Mutual Fund- Liquid Fund - Growth	-	-	893,647	19,000
	Total [II]		400		25,700
	Gr. Total [I] + [II]		**2,885**		**29,321**

		2013-14	2012-13
"17.2"	Aggregate amount of Current Investments	3,701	29,554
	Less:Aggregate provision for dimunition in value of Investments	816	233
		2,885	**29,321**

CONSOLIDATED NOTE No. "18"
INVENTORIES

			As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
(a)	Stores and Spare Parts		79,478		86,201
(b)	Construction & Other Materials		21,222		46,562
(c)	Raw Materials		16,398		22,748
(d)	Finished Goods		24,526		32,418
(e)	Stock in Process		16,149		27,205
(f)	Work-in-Progress		34,882		24,550
(g)	Food and Beverages		198		217
(h)	Goods in Transit				
	(i) Stores and Spares	3,699		1,619	
	(ii) Raw Materials	4,329		93	
	(iii) Construction Material	55		238	
	(iv) Others	6	8,089	106	2,056
			200,942		**241,957**

CONSOLIDATED NOTE No. "19"

	As At 31.03.2014 ₹ LAKHS	As At 31.03.2013 ₹ LAKHS
PROJECTS UNDER DEVELOPMENT	761,922	729,181
	761,922	**729,181**

CONSOLIDATED NOTE No. "20"
TRADE RECEIVABLES
(Unsecured, considered good)

			As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
(a)	Debts outstanding for a period exceeding six months				
	(i) Considered good	11,361		28,979	
	(ii) Considered Doubtful	142		142	
	Less:Provision for Bad & Doubtful Debts	(142)	11,361	(142)	28,979
(b)	Other Debts		200,820		177,750
			212,181		**206,729**

CONSOLIDATED NOTE No. "21"
CASH AND BANK BALANCES

		As At 31.03.2014 ₹ LAKHS		As At 31.03.2013 ₹ LAKHS
(A) Cash and Cash Equivalents				
(a) Cash on hand		1,062		1,084
(b) Cheques, Drafts on hand		4,866		5,306
(c) Balances with Banks in				
(i) Current & Cash Credit Account in Indian Rupees	91,639		138,359	
(ii) Current Account in Foreign Currency	2,859		1,205	
(d) Term Deposit with Original Maturity of less than three months	42,438		35,209	
(e) Balance in Trust & Retention Account				
In Current Account	26,694		10,030	
		163,630		184,803
(B) Other Bank Balances				
(a) Term Deposits with Maturity less than twelve months	47,194		87,511	
(b) Balance with Bank in Dividend Account	1,513		1,471	
(c) Balance with Banks in Public Deposits Repayment Account	506		263	
(d) Balance with Banks in Interest Payable on Public Deposits Account	194		166	
		49,407		89,411
		218,965		**280,604**

"21.1" Term Deposits with Original Maturity less than three months includes ₹ 570 Lakhs [Previous Year ₹ 17 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"21.2" Term Deposits with Maturity less than twelve months includes ₹ 20000 Lakhs [Previous Year ₹ 7001 Lakhs] pledged as Guarantees / Margin Money with Banks and Others.

"21.3" Term Deposits with Maturity less than twelve months includes ₹ 18116 Lakhs [Previous Year ₹ 21537 Lakhs] earmarked for repayment of Public Deposits & Non - Convertible Debentures.

"21.4" Balances with Banks in Current Account in Foreign Currency includes Iraqi Dinars 27,377 Million equivalent to ₹ 10 Lakhs which are not available for use by Company

CONSOLIDATED NOTE No. "22"
SHORT TERM LOANS AND ADVANCES
[Unsecured, considered good]

Advances to Suppliers, Contractors, Sub-contractors & Others		130,983		115,790
Advances to Related Parties		59,757		22,253
Advance for Land		34,588		40,198
Staff Imprest and Advances		2,496		1,729
Claims and Refunds Receivable		100,400		84,892
Prepaid Expenses		19,858		10,246
Share Application Money Pending Allotment:				
(i) Jaiprakash Kashmir Energy Limited [Associate Company]	-		101	
(ii) Kanpur Fertilizers & Cement Limited [Associate Company]	940		-	
(iii) Jaypee Health Care Limited	-		543	
		940		644
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	3,327		3,334	
(b) Others	146,139		146,086	
		149,466		149,420
		498,488		**425,172**

CONSOLIDATED NOTE No. "23"
OTHER CURRENT ASSETS
[Unsecured, considered good]

Interest accrued on Fixed Deposits & Others	2,420	3,069
Unbilled Receivables	160,500	156,874
Other Receivable	291	158
	163,211	**160,101**

CONSOLIDATED NOTE No."24"
REVENUE FROM OPERATIONS

		2013-14 ₹ LAKHS	2012-13 ₹ LAKHS
Sale of Products	[Refer Consolidated Note No. "24.1"]	1,722,057	1,675,413
Sale of Services	[Refer Consolidated Note No. "24.2"]	247,541	206,226
Other Operating Revenue	[Refer Consolidated Note No. "24.3"]	13,839	13,384
		1,983,437	1,895,023

CONSOLIDATED NOTE No."24.1"
SALE OF PRODUCTS

	2013-14	2013-14	2012-13	2012-13
Cement Sales [Gross] [including Clinker Sales]	915,260		968,086	
Less:Excise Duty on Sales	99,556	815,704	106,775	861,311
Asbestos Sheets Sales & Other Sales [Gross]	24,558		21,944	
Less:Excise Duty on Sales	2,530	22,028	2,425	19,519
Urea/ Flyash Sales & Traded Goods [Gross]	8,649		-	
Less:Excise Duty on Sales	87	8,562	-	-
Real Estate/ Infrastructure Revenue		534,782		548,406
Power Revenue		291,238		246,177
Government Subsidy on Urea		49,743		-
		1,722,057		1,675,413

CONSOLIDATED NOTE No."24.2"
SALE OF SERVICES

	2013-14	2012-13
Construction Revenue	193,369	162,916
Sports Events Revenue	12,672	7,623
Hotel/Hospitality Revenue	24,278	21,811
Toll Collections & Passes Revenue	16,600	8,640
Sale of VER's	106	4,381
Manpower Supply & Other Services	516	855
	247,541	206,226

CONSOLIDATED NOTE No."24.3"
OTHER OPERATING REVENUE

	2013-14	2012-13
Rent	202	231
Machinery Rentals/Transportation Receipts	360	57
Miscellaneous	13,277	13,096
	13,839	13,384

CONSOLIDATED NOTE No."25"
OTHER INCOME

	2013-14	2012-13
Dividends from Non Current Investments	22	34
Dividends from Current Investments [Mutual Funds]	-	3
Profit on Sale / Disposal / Write off assets [Net]	-	2,039
Profit/[Loss] on Sale/Redemption of Exchange Traded Funds/Mutual Funds [Net]	1,055	6,427
Profit on Sale of Shares	-	72
Interest	13,123	9,482
	14,200	18,057

CONSOLIDATED NOTE No."26"
COST OF MATERIALS CONSUMED

	2013-14	2012-13
Raw Materials Consumed	139,843	138,804
Excise Duty on Clinkers	5,180	6,113
Consumption of Food & Beverages etc.	2,824	2,512
Materials Consumed - Others	34,684	24,662
Machinery Spares Consumed	13,930	11,483
Natural Gas Consumed	40,011	-
Purchase Trading Material	653	-
Chemical Consumed	308	-
Stores and Spares Consumed	46,632	38,084
Coal Consumed	144,020	155,624
Packing Materials Consumed	36,728	35,737
	464,813	413,019
Less:Attributable to Self Consumption	27,961	44,445
	436,852	368,574

CONSOLIDATED NOTE No."27"
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS

		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
OPENING STOCKS				
Finished Goods	32,418		22,902	
Stock-in-Process	27,205	59,623	20,878	43,780
LESS:CLOSING STOCKS				
Finished Goods	24,526		32,418	
Stock-in-Process	16,149	40,675	27,205	59,623
WORK-IN-PROGRESS				
Opening Work-in-Progress	24,550		10,264	
Less:Closing Work-in-Progress	34,882	(10,332)	24,550	(14,286)
Excise Duty Difference on Changes in Closing Stocks		(2,243)		1,734
		6,373		**(28,395)**

CONSOLIDATED NOTE No."28"
MANUFACTURING, CONSTRUCTION, REAL ESTATE, INFRASTRUCTURE, HOTEL / HOSPITALITY / EVENT & POWER EXPENSES

	2013-14 ₹ LAKHS	2012-13 ₹ LAKHS
Construction Expenses	30,578	24,835
Real Estate / Infrastructure Expenses	249,031	242,965
Event Expenses	30,160	32,149
Hotel & Golf Course Operating Expenses	3,015	2,876
Hire Charges & Lease Rentals of Machinery	912	844
Power, Electricity & Water Charges	115,522	110,448
Repairs & Maintenance of Machinery	10,954	9,986
Repairs to Building and Camps	7,068	6,221
Operation & Maintenace Expenses	24,465	14,505
Freight, Octroi & Transportation Charges	51,181	61,584
	522,886	506,413
Less:Attributable to Self Consumption	10,970	18,264
	511,916	**488,149**

CONSOLIDATED NOTE No."29"
EMPLOYEE BENEFITS EXPENSES

	2013-14 ₹ LAKHS	2012-13 ₹ LAKHS
Salaries, Wages & Bonus	80,997	79,581
Gratuity	904	838
Contribution to Provident & Other Funds	3,536	3,307
Staff Welfare	3,997	4,467
	89,434	**88,193**

CONSOLIDATED NOTE No."30" FINANCE COSTS		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
Interest on Term Loans		476,039		342,099
Interest on Debentures		48,781		48,659
Interest on Bank Borrowing and Others		56,340		43,165
Financing Charges		23,721		22,952
Foreign Currency Rate Difference [Net] - On Financing		4,539		9
		609,420		**456,884**

NOTE No."31"
DEPRECIATION AND AMORTISATION EXPENSE

Depreciation and Amortisation		171,004		143,799
Less:Revaluation Reserve		202		200
		170,802		**143,599**

CONSOLIDATED NOTE No."32"
OTHER EXPENSES

Loading, Transportation & Other Charges		170,222		170,694
Commission & Discount on Sales		34,009		39,170
Sales Promotion		13,095		18,299
Rent		4,747		3,796
Rates & Taxes		6,947		7,552
Insurance		6,524		7,003
Travelling & Conveyance		4,813		4,851
Bank Charges, Bill Discounting & Guarantee Commission		13,928		9,306
Loss on Sale / Disposal / Discard / Write-off of Assets [Net]		2,495		-
Foreign Currency Rate Difference [Net] other than Financing Charges		1,711		693
Provision of Dimunition in value of Current Investments		583		233
Postage & Telephone		1,025		957
Light Vehicles Running & Maintenance		2,385		2,226
Legal & Professional		12,618		13,609
Charity & Donation		10,519		5,786
Security & Medical Service		8,962		8,865
Miscellaneous Expenses		6,551		11,126
Auditors' Remuneration:				
Audit Fees	142		142	
Tax Audit Fees	18		16	
Other Services	3		4	
To Partners in other capacity:				
For Taxation matters	-		4	
Reimbursement of Expenses	8	171	11	177
		301,305		**304,343**

CONSOLIDATED NOTE No."33" PROJECTS UNDER DEVELOPMENT		2013-14 ₹ LAKHS		2012-13 ₹ LAKHS
Opening Balance		729,181		628,441
Expenses On Development during the year				
Paid for Land		8,932		26,624
Construction Expenses		274,047		271,743
Technical Consultancy		571		1,205
Power, Electricity and Water Charges		634		447
Personnel Expenses		5,541		6,031
Other Expenses		8,944		21,833
Finance Costs		37,373		44,177
		1,065,223		1,000,501
Less:Cost of Sales of Infrastructure & Construction of Properties Developed and under Development	256,239		254,970	
Less:Transfer to Jaypee Healthcare Limited	-		15,770	
Less:Transfer to Capital Work-in-Progress	47,062		580	
		303,301		271,320
Balance carried to Note No."19"		**761,922**		**729,181**

CONSOLIDATED NOTE No."34" INCIDENTAL EXPENDITURE DURING CONSTRUCTION PERIOD		2013-14		2012-13
Opening Balance		502,909		648,561
Add : Opening Balances of New Subsidiaries / Associates / Joint Ventures		-		338
		502,909		648,899
Electricity, Power and Fuel		4,545		4,733
Salary , Wages & Staff Welfare		9,617		12,973
Site / Quarry Development, Compensation & Survey Expenses		722		1,334
Repair and Maintenance		788		815
Consultancy,Legal and Professional		5,040		8,770
Insurance		2,015		831
License,Application Fee, Rent, Rates and Taxes		193		210
Safety & Security		1,821		1,860
LC Commission,Bank Charges and Bank Guarantee Commission		1,237		628
Freight and Material Handling		464		2,525
Environmental, Ecology, Afforestation, Catchment Area Treatment and Compensation		20		132
Light Vehicle Running & Maintenance		405		406
Travelling and Conveyance		525		717
Vehicle/ Machinery Hire Charges and Lease Rent		101		1,126
Advertisement /Business Promotion Expenses		141		173
Foreign Exchange Fluctuations		45,725		45,543
Finance Costs		212,892		288,975
Miscellaneous		3,657		4,153
Audit Fees		16		14
Expenses on Trial Run		15,607		6,576
Depreciation		5,728		8,759
		814,168		1,040,152
Less:				
Interest Received	1,914		3,127	
Miscellaneous Receipt	1,091		607	
	3,005		3,734	
Less: Provision for Taxation	-	3,005	1	3,733
		811,163		1,036,419
Less:Capitalised/ Transferred / Adjustment During the Year		119,811		533,510
Carried over to Balance Sheet [included in Capital Work-in-Progress]		**691,352**		**502,909**

CONSOLIDATED NOTE No."35" **Subsidiaries**

[a] The Consolidated Financial Statements present the Consolidated Accounts of Jaiprakash Associates Limited with its following Subsidiaries, Joint Venture Subsidiaries and Joint Ventures :

	Name of Companies	Country of Incorporation	Proportion of Effective Ownership Interest as at 31st March, 2014	Proportion of Effective Ownership Interest as at 31st March, 2013
Subsidiaries and Joint Venture Subsidiaries				
[a]	Jaiprakash Power Ventures Limited [JPVL]	India	60.69%	60.69%
[b]	Jaypee Ganga Infrastructure Corporation Limited	India	100%	100%
[c]	Bhilai Jaypee Cement Limited [BJCL]	India	74%	74%
[d]	Jaypee Infratech Limited [JIL]	India	71.64%	83.16%
[e]	Gujarat Jaypee Cement and Infrastructure Limited	India	74%	74%
[f]	Himalyan Expressway Limited	India	100%	100%
[g]	Jaypee Sports International Limited [JPSI]	India	100%	90.81%
[h]	Bokaro Jaypee Cement Limited	India	74%	74%
[i]	Jaypee Assam Cement Limited	India	100%	100%
[j]	Himalyaputra Aviation Limited	India	100%	100%
[k]	Jaypee Power Grid Limited (Subsidiary of JPVL)	India	74%	74%
[l]	Jaypee Arunachal Power Limited (Joint Venture Subsidiary of JPVL)	India	100%	100%
[m]	Sangam Power Generation Company Limited (Subsidiary of JPVL)	India	100%	100%
[n]	Prayagraj Power Generation Company Limited (Subsidiary of JPVL)	India	100%	100%
[o]	Jaypee Meghalaya Power Limited (Subsidiary of JPVL)	India	100%	100%
[p]	Jaypee Agra Vikas Limited	India	100%	100%
[q]	Jaypee Cement Corporation Limited	India	100%	100%
[r]	Jaypee Fertilizers & Industries Limited	India	100%	100%
[s]	Jaiprakash Agri Initiatives Company Limited	India	100%	100%
[t]	Jaypee Cement Hockey (India) Limited (Subsidiary of JPSI)	India	100%	100%
[u]	Jaypee Cement Cricket (India) Limited (Subsidiary of JPSI)	India	100%	100%
[v]	Jaypee Health Care Limited (Subsidiary of JIL)	India	100%	100%
[w]	Himachal Baspa Power Company Limited (Subsidiary of JPVL)	India	100%	-
[x]	Himachal Karcham Power Company Limited (Subsidiary of JPVL)	India	100%	-
Joint Venture Companies				
[y]	MP Jaypee Coal Limited	India	49%	49%
[z]	MP Jaypee Coal Field Limited	India	49%	49%
[aa]	Madhya Pradesh Jaypee Minerals Limited	India	49%	49%
[ab]	Jaypee Uttar Bharat Vikas Private Limited (Joint Venture of Jaypee Fertilizers & Industries Limited)	India	50%	50%
[ac]	Kanpur Fertilizers & Cement Limited (Subsidiary of Jaypee Uttar Bharat Vikas Private Limited)	India	49.87%	50%

Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed such Policies and Notes from the individual financial statements, which fairly present the needed disclosure.

[b] Financial Statements of Jaypee Cement Hockey (India) Limited are for the period from 5th November, 2012 to 31st March, 2014, Jaypee Cement Cricket (India) Limited are for the period from 20th October, 2012 to 31st March, 2014 and Jaypee Health Care Limited are for the period from 30th October, 2012 to 31st March, 2014 being the first Financial Year of the Company.

[c] The Consolidated Financial Statement does not include the financial statement of Himachal Baspa Power Company Limited and Himachal Karcham Power Company Limited, since the first financial year will be ending after 31.03.2014.

CONSOLIDATED NOTE No."36"

		As at 31.03.2014 ₹ LAKHS	As at 31.03.2013 ₹ LAKHS
	Contingent Liability not provided for in respect of :		
[a]	Claims against the Company / Disputed Liability [excluding Income Tax] not acknowledged as debts	278,801	236,725
	Amount deposited under protest	74,440	62,338
	Bank Guarantee deposited under protest (included in [b] below)	20,777	19,220
[b]	Outstanding amount of Bank Guarantees	223,404	180,933
	Margin Money deposited against the above	3,057	2,194

[c] Income Tax matters under Appeal:

[i] The Income Tax Assessments of the company have been completed upto Assessment Year 2011-12. Based on the decision of the Appellate authorities and the interpretation of relevant tax provisions, the Company has been legally advised that the additions made in the assessments are likely to be deleted or substantially reduced. Tax value of matters under appeal is ₹ 43,128 Lakhs.

[ii] The Company has received a demand of ₹ 131122 Lakhs towards TDS assessment for the A.Y. 2006-07 to A.Y. 2013-14. The Company has filed an appeal with Commissioner of Income Tax [Appeals] against the above said demand. The Company has also filed an application U/s 154 of the Income Tax Act for rectifying the mistakes apparent from records in the demand order and the same will substantially reduce the demand. Based on the advice of the Counsels and the interpretation of relevant tax provisions, the Company believes it has strong grounds for success in the appeal. Hence no provision is considered in the Financial statements. Other than above said, the demand amounting to ₹ 2,915 Lakhs is outstanding which is under appeal.

[d] The Competition Commission of India ("CCI") passed an order on 20th June, 2012 imposing penalty on 11 cement manufacturers including the Company, allegeing contravention of the provisions of the Competition Act, 2002, and imposed a penalty of ₹ 132360 Lakhs on the Company.

The Company has filed an appeal against the said order before the Competition Appellate Tribunal. The matter is currently pending before the Competition Appellate Tribunal. However, the Competition Appellate Tribunal has, by its orders dated September 13, 2012 and October 11, 2012, ordered that no coercive steps be taken against the Company for recovery of the penalty imposed. As per directions of the Competition Appellate Tribunal an amount of ₹ 13236 lakhs has been deposited which will remain with them and not to be disbursed during the pendency of the appeal. Based on the advice of the Counsels, as well as its own assessment, the Company believes it has strong grounds for success of the appeal. Hence no provision is considered in the Financial statements.

[e] The Hon'ble High Court of Himachal Pradesh, vide order dated 04.05.2012, imposed damages of ₹10000 Lakhs holding certain contraventions of the Water (Prevention & Control of Pollution) Act, 1974 , Air (Prevention & Control of Pollution) Act, 1981 & Environment Impact Assessment Notification in respect of the Company's Cement plant at Bagheri, Himachal Pradesh. The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the said Order which is pending for disposal. As per directions of the Hon'ble Supreme Court an amount of ₹ 5000 lakhs has been deposited with the State Government which will remain with them and not to be disbursed during the pendency of the appeal. Based on advice of the Counsels no provision is considered in the Financial Statements.

CONSOLIDATED NOTE No."37"

	Commitments:		
[a]	Estimated amount of Contract remaining to be executed on capital account and not provided for (net of advances)	4,099,951	5,048,968
[b]	Outstanding Letters of Credit	71,342	139,638
	Margin Money deposited against the above	1,097	82

[c] The Company has imported Capital Goods under Export Promotion Capital Goods Scheme [EPCG], where-under the Company is required to fulfill export obligation/deemed exports amounting to ₹ 24100 Lakhs [Previous Year ₹ 24100 Lakhs] till 31.03.2015. The Liability amounting to ₹ 4780 Lakhs [Previous Year ₹ 4780 Lakhs] on account of custom duty may arise alongwith interest @15% p.a., in the event of non-fulfillment of export obligation.

CONSOLIDATED NOTE No."38"

In the opinion of Board of Directors, Assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

		As at 31.03.2014 ₹ LAKHS	As at 31.03.2013 ₹ LAKHS
CONSOLIDATED NOTE No."39"			
[a]	The provision for taxation is the sum of provisions made for taxation in the separate accounts of the Holding and Companies Consolidated.		
[b]	Deferred Tax:		
(i)	Deferred Tax Liability on account of:		
	Depreciation	262,948	192,415
	Others	27,446	27,446
		290,394	219,861
	Deferred Tax Assets on account of:		
	Employees' Benefits	12,866	1,961
	Others	147,593	91,493
		160,459	93,454
	Net Deferred Tax Liability	**129,935**	**126,407**
(ii)	Deferred Tax [net credit] amounting to ₹ 30950 Lakhs [Previous year (net credit) ₹ 14634 Lakhs] has been recognised in the Consolidated Statement of Profit & Loss for the year ended 31.03.2014.		
CONSOLIDATED NOTE No."40"			
(a)	Capital Work-in-Progress includes Civil Works, Machinery Under Erection and in transit, Construction and Erection Materials, Pre-operative Expenses and also Incidental Expenditure related to Projects under Implementation.	2,609,817	2,147,572
(b)	Intangible Assets under development	102,610	82,632
CONSOLIDATED NOTE No."41"			
	Preference share capital in minority interest includes:		
- (4,350,000)	10% cumulative redeemable preference shares of ₹ 10/- each of Jaypee Fertilizers & Industries Limited	-	435
12,466,832 (12,500,000)	11% convertible preference shares of ₹ 10/- each of Kanpur Fertilizers & Cement Limited	1,247	1,250
		1,247	1,685

CONSOLIDATED NOTE No."42"

[a] The Scheme of Arrangement for sale of Gujarat Cement Plant comprising an integrated 2.4 MTPA Cement Plant at Kutch and 2.4 MTPA Cement Grinding Unit at Wanakbori owned by Jaypee Cement Corporation Limited (wholly owned subsidiary of the Company) to Ultratech Cement Limited [UCL] has been approved by the Hon'ble High Court of Judicature at Allahabad on April 17, 2014. The Scheme filed by the Transferee Company, namely UCL, before Hon'ble High Court of Judicature at Bombay had already been sanctioned on April 4, 2014. Transfer of Plant is under process and will be completed in accordance with the approved Scheme on 12th June 2014

[b] Jaiprakash Power Ventures Limited [subsidiary] has accepted the disinvestment of two of the Company's operating plants namely, 300 MW Jaypee Baspa Hydro Electric Plant (Baspa HEP) and 1000 MW Jaypee Karcham Wangtoo Hydro Electric Plant (Karcham HEP) subject to requisite statutory and regulatory approvals.

[c] The Company has signed Agreement for sale of 74% stake (9,89,01,000 equity shares owned by it) in the paid-up equity share capital of Bokaro Jaypee Cement Limited (BoJCL) [a joint venture between the Company and Steel Authority of India Ltd (SAIL)] to M/s. Dalmia Cement (Bharat) Limited or any of its Associates / Affiliates. The above stake sale is subject to the approval of SAIL and such other approvals, as may be necessary from lenders of BoJCL and concerned authorities. The consideration for the transaction works out to approximately ₹ 69.74 per share.

[d] The Carrying amount of Assets and liabilities of the Discontinuing Units are ₹ 11,61,480 Lakhs [Previous Year ₹12,34,862 Lakhs] and ₹ 9,16,863 Lakhs [Previous Year ₹ 9,05,082 Lakhs] respectively. The following statement shows the Revenue and Expense of Continuing and Discontinuing Operations :

Particulars	Continuing Operations		Discontinuing Operations		Total	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Turnover	1,692,146	1,560,457	305,491	352,623	1,997,637	1,913,080
Operating Expenses [including Depreciation]	1,303,697	1,134,795	211,456	228,861	1,515,153	1,363,656
Impairment Loss	-	-	-	-	-	-
Profit before Finance Costs & Tax	388,449	425,662	94,035	123,762	482,484	549,424
Finance Costs	501,060	348,652	108,360	108,232	609,420	456,884
Profit on Sale of Shares	39,528	-	-	-	39,528	-
Profit/(Loss) before Tax	(73,083)	77,010	(14,325)	15,530	(87,408)	92,540
Tax Expense	(12,408)	28,785	(4,741)	(13,964)	(17,149)	14,821
Profit/(Loss)	(60,675)	48,225	(9,584)	29,494	(70,259)	77,719
Minority Interest & Share in Earnings of Associates	(1,198)	6,205	13,423	25,335	12,225	31,540
Profit/(Loss) after Minority Interest	(59,477)	42,020	(23,007)	4,159	(82,484)	46,179

CONSOLIDATED NOTE No."43"

	Additional Infromation	As at 31.03.2014 ₹ LAKHS	As at 31.03.2013 ₹ LAKHS
[A]	**Value of Imports [On CIF Basis]:**		
	Capital Equipment [including Capital Work-in-Progress]	29,720	85,317
	Raw Materials / Construction Materials and Other	72,715	82,552
	Stores and Spares	20,247	19,647
	Hydro Mechanical and Electromechanical Equipment	-	29
[B]	**Expenditure in Foreign Currency [including Expenditure During Construction Period]:**		
	Travelling	112	140
	Technical Fees	2,751	3,215
	Finance Costs	26,726	117,359
	Payment for Sports Event	17,700	22,515
	Others including Foreign currency rate difference	24,905	6,694
	Foreign Currency Rate Difference [Adjusted in Capitalisation] [including (gain)/loss on forward contracts]	15,080	28,795
	Construction Work Expenses	2,181	-
[C]	**Earnings in Foreign Exchange [including Income during Construction Period]:**		
	Cement Exports [FOB Value]	3,369	2,570
	Contract Receipts	85,210	38,785
	Hospitality	2,285	2,532
	Sports Event	4,341	1,153
	Sale of Verified Emission Reduction [VERs]	106	4,381
	Interest	207	279
	Others	956	2,410
	Advance received from Real Estate Customers	565	1,088
[D]	**Dividend Paid to Non-Resident Share Holders in Foreign Currency**	4	4

CONSOLIDATED NOTE No."44"

Related Parties disclosures, as required in terms of Accounting Standard [AS 18] are given below:

[a] Associate Companies:

[i] Jaypee Infra Ventures [A Private Company with unlimited liability]
[ii] Jaypee Development Corporation Limited
[iii] Jaiprakash Kashmir Energy Limited
[iv] JIL Information Technology Limited
[v] Gaur & Nagi Limited
[vi] Indesign Enterprises Private Limited
[vii] Sonebhadra Minerals Private Limited
[viii] RPJ Minerals Private Limited
[ix] Jaiprakash Agri Initiatives Company Limited [till 24.03.2013]
[x] Tiger Hills Holiday Resort Private Limited
[xi] Anvi Hotels Private Limited
[xii] Sarveshwari Stone Products Private Limited
[xiii] Rock Solid Cement Limited
[xiv] Jaypee International Logistics Company Private Limited
[xv] Jaypee Hotels Limited
[xvi] Jaypee Mining Venture Private Limited
[xvii] Ceekay Estates Private Limited
[xviii] Jaiprakash Exports Private Limited
[xix] Bhumi Estate Developers Private Limited
[xx] PAC Pharma Drugs and Chemicals Private Limited
[xxi] Jaypee Technical Consultants Private Limited
[xxii] Jaypee Uttar Bharat Vikas Private Limited [Joint Venture]
[xxiii] Kanpur Fertilizers & Cement Limited [Joint Venture]
[xxiv] Madhya Pradesh Jaypee Minerals Limited [Joint Venture]
[xxv] MP Jaypee Coal Limited [Joint Venture]
[xxvi] MP Jaypee Coal Fields Limited [Joint Venture]
[xxvii] Andhra Cements Limited [w.e.f. 10.02.2013]
[xxviii] Milestone Home Finance Company Private Limited [till 12.03.2014]
[xxix] Jaypee Jan Sewa Sansthan [Not For Profit' Private Limited Company] [w.e.f. 12.06.2013]
[xxx] Akasva Associates Private Limited
[xxxi] Lucky Strike Financiers Private Limited
[xxxii] Power Grid Corporation of India Limited
[xxxiii] Steel Authority of India Limited
[xxxiv] Gujarat Mineral Development Corporation Limited
[xxxv] ISG Traders Limited
[xxxvi] Boydell Media Pvt Limited
[xxxvii] Gujarat Carbon & Industries Limited
[xxxviii] Santipara Tea Company Limited
[xxxix] Stone Solar Pvt. Limited

[b] Key Management Personnel: Whole time Director

Jaiprakash Associates Limited

[i] Shri Manoj Gaur, Executive Chairman & C.E.O.
[ii] Shri Sunil Kumar Sharma, Executive Vice Chairman
[iii] Shri Sarat Kumar Jain, Vice Chairman
[iv] Shri Sunny Gaur
[v] Shri Pankaj Gaur
[vi] Shri Shyam Datt Nailwal
[vii] Shri Ranvijay Singh
[viii] Shri Ravindra Kumar Singh [till 14.10.2013]
[ix] Shri Rahul Kumar

Jaiprakash Power Ventures Limited

[i] Shri Suren Jain, Managing Director and CFO
[ii] Shri R.K.Narang
[iii] Shri Suresh Chandra
[iv] Shri Praveen Kumar Singh
[v] Shri Dharam Paul Goyal [till 31.03.2013]
[vi] Shri Ravindra Mohan Chadha [till 31.03.2013]

Jaypee Infratech Limited

[i] Shri Rakesh Sharma, Managing Director [w.e.f. 01.04.2013]
[ii] Shri Sachin Gaur
[iii] Smt Rekha Dixit

Jaypee Power Grid Limited

[i] Shri Hemant Kumar Sharma, Managing Director [till 26.03.2014]
[ii] Shri Rajiv Ranjan Bhardwaj, Managing Director [till 30.04.2012]
[iii] Shri Sachchidanand Singh [till 26.12.2012]
[iv] Shri Subhash Chandra Singh

Himalyan Expressway Limited

Shri K.C. Batra [till 31.03.2013]

Jaypee Sports International Limited

Shri Sameer Gaur, Managing Director & CEO

Prayagraj Power Generation Company Limited

Shri Hemant Kumar Sharma, Managing Director [w.e.f. 01.03.2013]

Sangam Power Generation Company Limited

Shri Siddeshwar Sen [Ceased w.e.f. 01.04.2013]

Jaiprakash Agri Initiatives Company Limited

[i] Shri R.Mathur
[ii] Shri Shambhu Nath

Kanpur Fertilizers & Cement Limited

Shri V.K.Sharma, Managing Director

Jaypee Fertilizers & Industries Limited

Shri Sunil Joshi

Jaypee Cement Corporation Limited

Shri R. Ramaraju, Managing Director

Bokaro Jaypee Cement Ltd.

Shri R. K. Singh, Managing Director

Jaypee Assam Cement Ltd.

Shri H. K. Vaid, Director

MP Jaypee Coal Limited [Joint Venture]

Shri Ajatshatru Shrivastava, Chairman

Himalyaputra Aviation Limited

Shri G. P. Gaur, Director

[c] Relatives of Key Management Personnel, where transactions have taken place

[i] Shri Jaiprakash Gaur
[ii] Shri Nanak Chand Sharma
[iii] Shri Gyan Prakash Gaur
[iv] Shri Suresh Kumar
[v] Shri Pawan Kumar Jain
[vi] Smt Rita Dixit
[vii] Shri Raj Kumar Singh
[viii] Shri Naveen Kumar Singh
[ix] Smt. Manju Sharma

Transactions carried out with related parties referred to above:

₹ LAKHS

Nature of Transactions	Related Parties: Referred in 1(a) above	Related Parties: Referred in 1(b) above	Related Parties: Referred in 1(c) above
Income			
Cement Sales	1,430	-	-
	(1,072)	-	-
Contract Receipts	2,417	-	-
	(1,383)	-	-
Real Estate Revenue	801	1,001	1,126
	(2,012)	(1,886)	(1,426)
Service Charges	-	-	-
	(56)	-	-
Fabrication Job / Other Materials	1,425	-	-
	-	-	-
Others	615	-	-
	(1,069)	-	-
Expenses			
Design Engineering and Technical Consultancy	4,918	-	-
	(5,267)	-	-
Management Fees	1,560	-	-
	(1,381)	-	-
Security & Medical Services	11,371	-	-
	(11,865)	-	-
Salaries & Other Amenities etc.	-	3,617	186
	-	(3,082)	(170)
Rent	204	-	-
	(186)	-	-
Fixed Assets & Other Materials Purchased	7,987	-	-
	(7,383)	-	-
Other Expenses	475	-	-
	(1,183)	-	-
Others			
Purchase of Shares during the year	5,500	-	-
	(11,100)	-	-
Sale of shares	-	-	-
	(124)	-	-
Share Application Money [Outstanding]	-	-	-
	(101)	-	-
Outstanding			
Receivables	225,776	-	-
	(192,159)	-	-
Payables	7,586	139	14
	(13,373)	(191)	-

Notes:Previous Year figures are given in brackets.

CONSOLIDATED NOTE No."45"

Segment Information - Business Segment

₹ LAKHS

	2013-2014 Segment Revenue: External	2013-2014 Segment Revenue: Inter Segment Revenue	2013-2014 Segment Result: Profit/(Loss) before Tax and Interest	2012-2013 Segment Revenue: External	2012-2013 Segment Revenue: Inter Segment Revenue	2012-2013 Segment Result: Profit/(Loss) before Tax and Interest
Construction	196,551	363,991	67,034	165,675	364,645	66,679
Cement/Cement Products	839,581	55,033	18,129	884,879	31,204	66,781
Infrastructure Project	335,211	-	157,564	330,305	-	164,078
Hotel/Hospitality/Sports Event	37,608	609	(34,262)	30,200	252	(37,296)
Real Estate	219,727	-	114,898	231,451	-	123,085
Power	291,341	-	158,930	250,165	-	162,247
Investments	1,077	-	323	6,536	-	6,178
Fertilizers	58,308	-	3,287	-	-	-
Others	5,289	15,410	(4,632)	2,746	11,935	(552)
Unallocated	12,944	-	1,213	11,123	-	(1,776)
	1,997,637	435,043	482,484	1,913,080	408,036	549,424
Less:Finance Costs			609,420			456,884
Profit before Tax			**(126,936)**			**92,540**
Profit on Sale of Shares			39,528			-
			(87,408)			**92,540**
Provision for Tax						
Current Tax		13,801			31,313	
Deferred Tax		(30,950)			(14,634)	
Income Tax provision of earlier years reversed		-	(17,149)		(1,858)	14,821
Profit after Tax			**(70,259)**			**77,719**

Other Information

	2013-2014 Segment Assets	2013-2014 Segment Liabilities	2012-2013 Segment Assets	2012-2013 Segment Liabilities
Construction	580,071	140,624	553,302	170,137
Cement/Cement Products	2,397,991	265,078	2,348,544	275,995
Infrastructure Project	1,783,602	386,758	1,726,351	290,996
Hotel/Hospitality/Sports Event	341,045	60,018	347,054	78,552
Real Estate	573,480	155,370	548,371	167,231
Power	3,694,742	275,030	3,108,227	271,176
Investments	305,122	-	346,830	-
Fertilizers	98,618	22,380	51,727	6,508
Health Care	50,305	3,813	-	-
Others	131,645	7,367	101,158	6,109
Unallocated	291,335	90,067	303,404	88,118
	10,247,956	1,406,505	9,434,968	1,354,822

₹ LAKHS

	2013-2014 Capital Expenditure	2013-2014 Depreciation	2013-2014 Non cash expenditure other than Depreciation	2012-2013 Capital Expenditure	2012-2013 Depreciation	2012-2013 Non cash expenditure other than Depreciation
Construction	7,801	11,052	-	21,279	11,018	-
Cement/Cement Products	152,922	90,194	989	265,216	79,265	1,145
Infrastructure Project	11,255	3,059	-	72,361	2,344	-
Hotel/Hospitality/Sports Event	11,987	9,789	3,482	17,015	10,647	22
Real Estate	48,803	881	5	6,609	776	5
Power	548,312	47,782	219	797,001	37,308	43
Investments	-	-	-	-	-	-
Fertilizers	16,427	-	-	10,416	-	-
Health Care	45,796	-	-	-	-	-
Others	33,692	3,101	-	39,975	1,334	-
Unallocated	9,127	467	803	2,146	458	-
	886,122	166,325	5,498	1,232,018	143,150	1,215
Loans			7,259,883			6,313,276

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisational structure as well as differential risk and returns of these segments.

[b] Business Segment has been disclosed as the primary segment.

[c] Types of Products and Services in each Business Segment:

[i]	Construction	Civil Engineering Construction/EPC Contracts
[ii]	Cement/Cement Products	Manufacture and Sale of Cement, Clinker and Cement Products
[iii]	Hotel/Hospitality/Sports	Hotels, Golf Course, Resorts, Spa and Sports Events
[iv]	Real Estate	Real Estate Development
[v]	Power	Generation and Sale of Power [Hydro, Wind and Thermal Power]
[vi]	Infrastructure Projects	Expressways
[vii]	Investments	Investments in Companies
[viii]	Fertilizers	Manufacture and Sale of Urea etc.
[ix]	Health Care	Running of Hospital
[x]	Others	Includes Heavy Engineering Works, Hitech Castings, Coal, Aviation ,Waste Treatment Plant, Edible Oils, Dairy Products and Man Power.

[d] Segment Revenues, Results, Assets and Liabilities include the amounts identifiable to each segment and amounts allocated on a reasonable basis.

[e] Segment Assets exclude Miscellaneous Expenditure & Deferred Tax Asset. Segment Liability exclude Deferred Tax Liability.

CONSOLIDATED NOTE No."46"

In accordance with the Accounting Standard [AS-20] on 'Earnings Per Share"' computation of Basic and Diluted Earnings per Share is as under:

			2013-2014 ₹ LAKHS	2012-2013 ₹ LAKHS
[a]	Net Profit for Basic Earnings Per Share as per Statement of Profit & Loss		(82,484)	46,179
	Add Adjustment for the purpose of Diluted Earnings Per Share		3,266	745
	Net Profit for Diluted Earnings Per Share as per Statement of Profit & Loss		(79,218)	46,924
[b]	Weighted average number of equity shares for Earnings Per Share computation:			
	[i] Number of Equity Shares at the beginning of the year		2,219,083,559	2,126,433,182
	[ii] Number of Shares allotted during the year		-	92,650,377
	[iii] Weighted average shares allotted/to be allotted during the year		-	19,144,387
	[iv] Weighted average of potential Equity Shares		79,302,812	102,744,705
	[v] Weighted average for:			
	[a] Basic Earnings Per Share		2,219,083,559	2,145,577,569
	[b] Diluted Earnings Per Share		2,298,386,371	2,248,322,274
[c]	Earnings Per Share			
	[i] Basic	₹	(3.72)	2.15
	[ii] Diluted	₹	(3.45)	2.09
[d]	Face Value Per Share	₹	2.00	2.00

CONSOLIDATED NOTE No."47"

The Central Government in exercise of the powers conferred by sub-section 8 of section 212 of the Companies Act 1956 has directed vide Ministry of Corporate Affairs General Circular no 2/2011 dated 08th February 2011 that the provisions contained in sub-section (1) of section 212 of the Companies Act, 1956, requiring annual accounts of the Subsidiaries to be attached to the annual accounts of the Holding Company, shall not apply subject to, inter alia, Board of Directors of the Company has by Resolution given consent for not attaching the Balance Sheet of the Subsidiary Companies, presentation of Audited Consolidated Financial Statements in compliance with applicable Accounting Standards, and disclosure of following information:

₹ LAKHS

Name of Company	Capital (Including Share Application Money)	Reserves	Total Assets	Total Liablities (including Loan)	Investment Details (including Share held in Trust and Share Application Money)	Turnover (including Other Income)	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend (including Dividend Distribution Tax)
Jaiprakash Power Ventures Limited	293,800	339,172	2,933,367	2,300,395	500,499	274,050	1,344	-629	1,973	-
	(293,800)	(350,636)	(2,694,494)	(2,050,058)	(443,417)	(229,080)	(34,914)	(1,996)	(32,918)	-
Sangam Power Generation Company Limited	55,198	-7	55,235	44	-	-	-	-	-	-
	(55,198)	(-7)	(55,327)	(136)	-	-	-	-	-	-
Prayagraj Power Generation Company Limited	234,819	-6	1,012,120	777,307	-	-	-	-	-	-
	(153,819)	(-6)	(680,388)	(526,575)	-	-	-	-	-	-
Jaypee Power Grid Limited	30,000	2,415	100,304	67,889	-	19,994	6,429	1,051	5,378	-
	(30,000)	(2,478)	(105,141)	(72,663)	-	(20,622)	(5,868)	(3,014)	(2,854)	-
Jaypee Infratech Limited	138,893	466,563	2,036,025	1,430,569	25,000	333,213	40,045	10,128	29,917	-
	(138,893)	(479,123)	(1,937,472)	(1,319,456)	(20,543)	(329,220)	(86,816)	(17,370)	(69,446)	(16,250)
Himalyan Expressway Limited	14,309	5,518	71,646	51,819	-	3,086	-2,904	-1	-2,903	-
	(14,309)	(8,421)	(72,718)	(49,988)	-	(2,766)	(-3,215)	-	(-3,215)	-
Bhilai Jaypee Cement Limited*	37,968	-11,129	95,204	68,365	-	69,781	-4,248	-1,355	-2,893	-
	(37,968)	(-8,236)	(97,496)	(67,764)	-	(74,176)	(811)	(-5,374)	(6,185)	-
Jaypee Ganga Infrastructure Corporation Limited	56,499	-	56,761	262	-	-	-	-	-	-
	(56,499)	-	(56,655)	(156)	-	-	-	-	-	-
Jaypee Arunachal Power Limited	22,823	-225	22,783	185	-	-	-	-	-	-
	(22,795)	(-225)	(22,870)	(300)	-	-	-	-	-	-
Bokaro Jaypee Cement Limited	13,365	4,332	74,326	56,629	-	74,350	8,569	5,549	3,020	3,883
	(13,365)	(5,195)	(69,086)	(50,526)	-	(63,043)	(11,825)	(-1,779)	(13,604)	(3,883)
Jaypee Sports International Limited	69,200	4,199	441,209	367,810	105	104,976	2,477	1,291	1,186	-
	(69,200)	(3,013)	(433,113)	(360,900)	(105)	(105,709)	(2,874)	(1,032)	(1,842)	-
Gujarat Jaypee Cement & Infrastructure Limited	73	-19	56	2	-	3	1	1	-	-
	(73)	(-19)	(56)	(2)	-	(17)	(13)	(5)	(8)	-
Jaypee Agra Vikas Limited	37,592	-200	51,265	13,873	-	-	-	-	-	-
	(61,420)	(-200)	(73,734)	(12,514)	-	-	-	-	-	-
Jaypee Meghalaya Power Limited	836	-2	910	76	-	-	-	-	-	-
	(792)	(-2)	(866)	(76)	-	-	-	-	-	-
Himalyaputra Aviation Limited	2,500	-3,057	3,843	4,400	-	846	-2,017	1	-2,018	-
	(2,500)	(-1,039)	(3,970)	(2,509)	-	(378)	(-1,032)	-	(-1,032)	-
Jaypee Cement Corporation Limited*	282,750	-113,090	960,115	790,455	11,668	172,853	-95,118	-25,881	-69,236	-
	(165,450)	(-46,553)	(909,217)	(790,320)	(1,668)	(202,439)	(-75,231)	(-26,391)	(-48,840)	-
Jaypee Assam Cement Limited	6	-55	53	102	-	-	-1	-	-1	-
	(6)	(-54)	(54)	(102)	-	-	(-1)	-	(-1)	-
Jaypee Fertilizers & Industries Limited	28,194	33,511	83,060	21,355	75,221	136	-3,830	-	-3,830	-
	(16,544)	(37,341)	(75,248)	(21,363)	(68,221)	(284)	(-3,821)	-	(-3,821)	-
Jaiprakash Agri Initiatives Company Limited	15,510	-7,740	14,369	6,599	-	1,771	-2,013	-	-2,013	-
	(5,510)	(-5727)	(13,596)	(13,813)	-	(31,215)	(-2,129)	-	(-2,129)	-
Jaypee Cement Cricket (India) Limited	5	-52	5	52	-	-	-52	-	-52	-
	-	-	-	-	-	-	-	-	-	-
Jaypee Health Care Limited	25,000	-126	52,565	27,691	-	-	-126	-	-126	-
	-	-	-	-	-	-	-	-	-	-
Jaypee Cement Hockey (India) Limited	100	-1,241	677	1,818	-	1,662	-1,241	-	-1,241	-
	-	-	-	-	-	-	-	-	-	-

* Figures based on Balance Sheet for Tax purpose
Previous Year figures are given in brackets

CONSOLIDATED NOTE No."48"

Figures for the previous year have been regrouped/ recast/ rearranged wherever considered necessary to conform to this year's classification.

CONSOLIDATED NOTE No."49"

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial statements.

CONSOLIDATED NOTE No."50"

All the figures have been rounded off to the nearest lakh ₹

Signatures to Consolidated Note No."1" to "50"

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

RAVINDER NAGPAL
Partner
M.No.081594

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

Place : Noida
Dated:27th May, 2014

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT [Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR & C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF **JAIPRAKASH ASSOCIATES LIMITED** ON THE CONSOLIDATED FINANCIAL STATEMENTS OF **JAIPRAKASH ASSOCIATES LIMITED** AND ITS SUBSIDIARIES

The Board of Directors
Jaiprakash Associates Limited

Report on the Consolidated Financial Statements
We have audited the accompanying Consolidated Balance Sheet of **Jaiprakash Associates Limited** and its subsidiaries/associates, which comprise the consolidated balance sheet as at 31st March, 2013, and the Consolidated Statement of Profit & Loss and the Consolidated Cash Flow Statement for the year ended and as summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements . The procedure selected depend on the auditor's judgement including the assessment of the risk of material misstatements of the financial statements, whether due to fraud and error. In making those risk assessment, the auditor consider internal control relevant to the companies preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We did not audit the financial statements of 19 (Nineteen) subsidiaries and 7(Seven) associates (including three companies whose accounts are under audit by the Auditors appointed by the Comptroller and Auditor and General of India (CAG)), whose financial statements reflect total assets of Rs. 75,19,419.18 Lacs as at 31st March 2013, the total revenues of Rs. 10,27,511.86 Lacs and total cash out flows amounting to Rs. 40,809.17 Lacs for the year then ended. These financial statements and other financial information have been audited by other auditors including three companies whose accounts are under audit by the Auditors appointed by CAG, whose reports/Financial information have been furnished to us. Our opinion is based solely on the financial information/Report of other Auditors.

We report that the consolidated financial statements have been prepared by the **Jaiprakash Associates Limited** management in accordance with the requirements of Accounting Standards (AS) 21 'Consolidated Financial Statements', and Accounting Standards (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of **Jaiprakash Associates Limited** and its subsidiaries/associates as at 31st March, 2013.

(b) in the case of the Consolidated Statement of Profit & Loss, of the profit of **Jaiprakash Associates Limited** and its subsidiaries/associates for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of **Jaiprakash Associates Limited** and its subsidiaries/associates for the year ended on that date.

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

(CA. RAVINDER NAGPAL)
Partner
M.No.081594

Place :Noida
Dated :04th May 2013

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

	CONSOLIDATED NOTE No.	As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS	
EQUITY AND LIABILITIES					
SHAREHOLDERS FUNDS					
(a) Share Capital	2	44,382		42,529	
(b) Reserves and Surplus	3	1,210,914		1,105,274	
			1,255,296		1,147,803
MINORITY INTEREST					
(a) Share Capital		165,272		129,118	
(b) Reserves and Surplus		219,058		163,603	
(c) Share Application Money		-		1,500	
(d) Preference Share Capital		1,685	386,015	435	294,656
Deferred Revenue	4		48,715		39,206
NON-CURRENT LIABILITIES					
(a) Long-term Borrowings	5	5,323,776		4,391,272	
(b) Deferred Tax Liabilities [Net]	6	126,407		141,040	
(c) Other Long-term Liabilities	7	117,956		85,554	
(d) Long-term Provisions	8	60,715		49,649	
			5,628,854		4,667,515
CURRENT LIABILITIES					
(a) Short-term Borrowings	9	214,010		145,768	
(b) Trade Payables	10	466,515		384,554	
(c) Other Current Liabilities	11	1,420,764		1,201,230	
(d) Short-term Provisions	12	34,653		46,892	
			2,135,942		1,778,444
TOTAL			**9,454,822**		**7,927,624**
ASSETS					
NON-CURRENT ASSETS					
(a) **FIXED ASSETS**					
(i) Tangible Assets	13	3,301,654		2,663,976	
(ii) Intangible Assets		954,040		6,089	
(iii) Capital Work-in-Progress [including Incidental Expenditure During Construction Period]		2,230,195		2,659,857	
(iv) Intangible Assets under Development		9		-	
		6,485,898		5,329,922	
(b) **NON-CURRENT INVESTMENTS**	14	317,510		296,419	
(c) **LONG TERM LOANS AND ADVANCES**	15	347,999		386,769	
(d) **OTHER NON-CURRENT ASSETS**	16	185,835	7,337,242	163,168	6,176,278
CURRENT ASSETS					
(a) Current Investments	17	29,321		33,697	
(b) Inventories	18	241,957		194,746	
(c) Projects Under Development	19	729,181		628,441	
(d) Trade Receivables	20	207,028		156,563	
(e) Cash and Cash Equivalents	21	282,731		286,059	
(f) Short-term Loans and Advances	22	467,419		406,169	
(g) Other Current Assets	23	159,943	2,117,580	45,671	1,751,346
TOTAL			**9,454,822**		**7,927,624**

Summary of Significant Accounting Policies & Notes to the Financial Statements — **"1" to "48"**

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

RAVINDER NAGPAL
Partner
M.No.081594

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 4th May 2013

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	CONSOLIDATED NOTE No.		2012-13 ₹ LAKHS		2011-12 ₹ LAKHS
REVENUE FROM OPERATIONS	**24**		1,897,082		1,487,350
OTHER INCOME	**25**		15,785		24,699
TOTAL REVENUE			1,912,867		1,512,049
EXPENSES					
Cost of Materials Consumed	**26**	368,574		245,686	
Changes in Inventories of Finished Goods & Work-in-Progress	**27**	(28,395)		3,364	
Manufacturing, Construction, Real Estate, Infrastructure Hotel/Hospitality/Event & Power Expenses	**28**	488,149		396,412	
Employee Benefits Expense	**29**	88,193		66,001	
Finance Costs	**30**	456,884		313,414	
Depreciation and Amortisation Expense	**31**	143,599		95,155	
Other Expenses	**32**	304,130		229,413	
TOTAL EXPENSES			1,821,134		1,349,445
Profit before Exceptional, Prior Period Items & Tax			**91,733**		**162,604**
Prior Period Adjustments			807		(66)
Profit before Tax			**92,540**		**162,538**
Tax Expense					
Current Tax		31,313		55,839	
Deferred Tax		(14,634)		13,199	
Excess Provision for Income Tax in Earlier Years Reversed		(1,858)	14,821	(1,208)	67,830
Net Profit after Tax and before Minority Interest and Share in Earnings of Associates			**77,719**		**94,708**
Minority Share Holders Interest			(31,526)		(31,412)
Share in Earnings of Associates			(14)		(4)
Profit for the year			**46,179**		**63,292**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share]					
Basic Earnings Per Share			**2.15**		**2.98**
Diluted Earnings Per Share			**2.09**		**2.86**

Summary of Significant Accounting Policies & Notes to the Financial Statements **"1" to "48"**

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

RAVINDER NAGPAL
Partner
M.No.081594

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 4th May 2013

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

		2012-2013 □ LAKHS		2011-2012 ₹ LAKHS
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax and Minority Shareholders Interest as per Statement of Profit & Loss		92,540		162,538
Add back:				
(a) Depreciation	143,150		94,898	
(b) Deferred Revenue on account of advance against depreciation	9,509		7,904	
(c) Miscellaneous Expenses and Amortisation	1,215		1,152	
(d) Finance Costs	456,884		313,414	
(e) Loss on sale of Assets [Net]	-	610,758	102	417,470
		703,298		580,008
Deduct:				
(a) Interest Income	(9,482)		(16,129)	
(b) Dividend Income	(37)		(645)	
(c) Profit on sale of Assets [Net]	(2,059)		-	
(c) Profit on Sale of Equity Shares	(72)		-	
(d) Profit on Sale/Redemption of Exchange Traded Funds/ Mutual Funds	(6,194)		(7,925)	
(e) Other Income	-	(17,844)	(368)	(25,067)
Operating Profit before Working Capital Changes		685,454		554,941
Deduct:				
(a) Increase in Trade Receivables	(75,755)		(86,597)	
(b) Increase in Inventories	(47,211)		(27,851)	
(c) Increase in Projects under Development	(100,733)		(85,390)	
(d) (Increase)/ Decrease in Loans and Advances [including other Current Assets]	(205,258)	(428,957)	(55,103)	(254,941)
		256,497		300,000
Add:				
Increase in Trade Payables, Other Liabilities & Provisions		326,273		174,233
Cash Generated from Operations		582,770		474,233
Deduct:				
Tax Paid		(39,543)		(49,618)
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES "A"		**543,227**		**424,615**
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Outflow:				
(a) Purchase of Fixed Assets [including Capital Work in Progress]	(1,230,548)		(1,433,430)	
(b) Purchase of Investments in Shares [including Share Application Money]	(21,157)		(28,823)	
(c) Purchase/ Sale of Investments in units of Mutual Fund / Exchange Traded Funds [Net]	-		17,744	
(d) Miscellaneous Expenditure	-		(70)	
		(1,251,705)		(1,444,579)
Inflow:				
(a) Sale/Transfer of Fixed Assets	9,273		3,147	
(b) Sale of Investments in Equity Shares	124		-	
(c) Sale of Investments in units of Mutual Fund /Exchange Traded Funds [Net]	10,570		-	
(d) Interest Received	13,486		17,437	
(e) Dividend Received	37		645	
(f) Other Income	-		368	
		33,490		21,597
NET CASH USED IN INVESTING ACTIVITIES "B"		**(1,218,215)**		**(1,422,982)**

(C) CASH FLOW FROM FINANCING ACTIVITIES:		2012-2013 ₹ LAKHS		2011-2012 ₹ LAKHS
Inflow:				
(a) Increase in Share Capital (Refer Note No.1)	1853		-	
(b) Increase in Security Premium (Net of expenses) (Refer Note No.1 & 2)	132,757		41,550	
(c) Increase in Minority Interest	35,904		-	
(d) Increase in Capital Reserve	16,676		2,803	
(e) Increase in Borrowings (Net of Repayments)	994,899		891,064	
(f) Adjustment in General Reserve	-		61	
		1,182,089		935,478
Outflow:				
(a) Finance Costs	(497,659)		(300,361)	
(b) Dividend Paid (including Tax on Dividend)	(12,770)		(12,784)	
(c) Decrease in Minority Interest	-		(19,767)	
		(510,429)		(332,912)
NET CASH FROM FINANCING ACTIVITIES "C"		**671,660**		**602,566**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"		**(3,328)**		**(395,801)**
CASH AND CASH EQUIVALENTS AS AT 01.04. (OPENING BALANCE)		286,059		681,860
CASH AND CASH EQUIVALENTS AS AT 31.03. (CLOSING BALANCE)		282,731		286,059

Notes:

1. Increase in Share Capital & Security Premium is on account of Conversion of Foreign Currency Convertible Bonds issued by the Parent Company into Equity Shares. Correspondingly, the Borrowings have been decreased.
2. Increase in Security Premium also includes premium received by Parent & Subsidiary Companies on issue of Shares.
3. Previous year figures have been regrouped/rearranged wherever necessary.

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Regn No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

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RAHUL KUMAR
DIRECTOR & C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 4th May, 2013

CONSOLIDATED NOTE No. "1"
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Consolidated Financial Statements:

[i] The Consolidated Financial Statements are prepared in accordance with Accounting Standards [AS 21] on Consolidated Financial Statements, Accounting for Investment in Associates in Consolidated Financial Statements [AS 23] and Financial Reporting of Interests in Joint Ventures [AS 27].

[ii] The Financial statements of the Subsidiary Companies including Joint Venture Subsidiaries used in the consolidation are drawn upto the same reporting date, as that of the Parent Company, Jaiprakash Associates Limited (JAL).

[iii] The Accounts are prepared on the historical cost basis and on the principles of a going concern.

[iv] Accounting Policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

Principles of Consolidation:

[i] The Financial Statements of JAL and its subsidiaries including Joint Venture Subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and unrealised profits/ losses.

[ii] The Interest in Joint Ventures are reported using proportionate consolidation method i.e. by adding proportionate values of like items of assets, liabilities, income and expenses and eliminating intra group balances, transactions proportionately.

[iii] Investment in Associates is accoounted in Consolidated Financial Statements as per Equity method.

[iv] The Financial Statements of JAL and its subsidiaries are consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

[v] The difference between the cost to JAL of its investments in each of the subsidiaries over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statement as Goodwill or Capital Reserve, as the case may be, Goodwill is amortised over a period of ten years.

Revenue Recognition:

Revenue/Income and Cost/Expenditure are accounted for on accrual basis as they are earned or incurred and as given in the company's separate Financial Statements.

Fixed Assets:

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial cost upto the date of acquisition/ installation.

Depreciation:

[i] Depreciation has been provided @ 2.71% p.a. on straight line method on Hydro Electric Plant at Baspa and Vishnu Prayag and 2.57% p.a. on Hydro Electric Plant at Karcham as approved by the Ministry of Company Affairs, Government of India.

[ii] Depreciation on Fixed Assets other than (i) above is provided on Straight Line Method as per the classification and on the basis of Schedule-XIV of the Companies Act, 1956 except on intangible assets [toll road] which is provided in the manner prescribed in Serial-V of Schedule XIV.

Investments:

Long term Investments are stated at Cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current Investments are carried at lower of cost or quoted/ fair value, computed categorywise. Dividend is accounted for as and when received.

Employee Benefits:

Employee Benefits are provided in the books as per AS -15 (revised) in the following manner :

[i] Provident Fund and Pension contribution - as a percentage of salary/wages is a Defined Contribution Scheme.

[ii] Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method.

Inventories:

[i] The inventories resulting from intra-group transactions are stated at cost after deducting unrealised profit on such transaction.

[ii] The Closing stocks of Stores & Spares, Construction Materials, Raw Materials are valued on the basis of Weighted Average Cost Method. Material/Goods in Transit is taken at cost.

[iii] Stock of Cement/ Asbestos Sheets is valued at estimated cost or net realisable value, whichever is less. Value of Cement, Asbestos Sheets and Clinker lying in the factory premises includes excise duty, pursuant to the Accounting Standard (AS-2) [Revised].

[iv] Work-in-Progress and Material-in-Process are valued at estimated cost.

[v] Hotel Business - Stock of Food, Beverages, operating Stores and Supplies are valued at cost. Consumption of material is valued at Cost.

Foreign Currency Transactions:

[i] Monetary Assets and Liabilities related to Foreign Currency transactions and outstanding, except assets and liabilities hedge by a hedged contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.

[ii] Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognised in the Statement of Profit & Loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

[iii] Transactions in Foreign Currency are recorded in the Books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.

[iv] The Company uses foreign currency contracts to hedge its risks associated with foreign currency fluctuations. The Company does not use derivative financial instrument for speculative purposes.

Research and Development:

Revenue expenditure on Research and Development is charged to Statement of Profit & Loss in the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

Expenditure During Construction Period:

Expenditure incurred on projects during implementation is capitalised and apportioned to various assets on commissioning of the project.

Earnings Per Share:

Basic earnings per equity share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

Borrowing Costs:

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to revenue.

Segment Reporting:
Revenue, operating results, assets and liabilities have been identified to represent separate segments on the basis of their relationship to the operating activities of the segment. Assets, Liabilities, Revenue and Expenses which are not allocable to separate segment on a reasonable basis, are included under "Unallocated".

Taxes on Income:
Current Tax, Deferred Tax Asset and Deferred Tax Liability are stated as the aggregate of respective figures in the separate Balance Sheets.

Provisions, Contingent Liabilities and Contingent Assets [AS-29]:
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Premium on Redemption of Debentures
Premium paid/ payable on Redemption of Debentures, net of tax impact, are adjusted against the Securities Premium Reserve.

CONSOLIDATED NOTE No. "2"
SHARE CAPITAL

		As At 31.03.2013 ₹ LAKHS	As At 31.03.2012 ₹ LAKHS
Authorised			
12,344,000,000	Equity Shares [Previous Year 12,344,000,000] of ₹ 2/- each	246,880	246,880
3,120,000	Preference Shares [Previous Year 3,120,000] of ₹ 100/- each	3,120	3,120
		250,000	**250,000**
Issued, Subscribed and Fully Paid-up			
2,219,083,559	Equity Shares [Previous Year 2,126,433,182] of ₹ 2/- each fully paid up	44,382	42,529
		44,382	**42,529**

2.1 Issued, Subscribed and Paid-up Share Capital in number comprises of

Shares for consideration in cash

20,219,850 Equity Shares [Previous Year 2,02,19,850] allotted under "Jaypee Employees Stock Purchase Scheme 2002";
12,500,000 Equity Shares [Previous Year 1,25,00,000] allotted under "Jaypee Employees Stock Purchase Scheme 2009";
201,623,717 Equity Shares [Previous Year 17,31,78,150] allotted on conversion of Foreign Currency Convertible Bonds;
10,000,000 Equity Shares [Previous Year 1,00,00,000] allotted to Promoters on Preferential Basis and
64,204,810 Equity Shares allotted through Qualified Institutional Placement as on 06.02.2013.

Shares for consideration other than cash

860,865,055 Equity Shares [Previous Year 86,08,65,055] allotted in terms of the Scheme of Amalgamation effective from 11.03.2004;
124,378,825 Equity Shares [Previous Year 12,43,78,825] allotted in terms of Scheme of Amalgamation effective from 22.08.2006;
218,010,985 Equity Shares [Previous Year 21,80,10,985] allotted pursuant to Scheme of Amalgamation effective from 27.05.2009 and
707,280,317 Equity Shares [Previous Year 70,72,80,317] allotted as Bonus Shares .

2.2 Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period:

	As At 31.03.2013		As At 31.03.2012	
	Number	₹ Lakhs	Number	₹ Lakhs
Equity Shares at the beginning of the year	2,126,433,182	42,529	2,126,433,182	42,529
Add Equity Shares allotted on conversion of Foreign Currency Convertible Bonds	28,445,567	569	-	-
Add Equity Shares allotted on Qualified Institutional Placement	64,204,810	1,284	-	-
Equity Shares at the end of the year	2,219,083,559	44,382	2,126,433,182	42,529

2.3 Terms / Rights

The Company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Each share is entitled to equal dividend declared by the Company and approved by the Share holders of the Company.

In the event of liquidation, each share carries equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferential payments.

2.4 Details of Shareholder holding more than 5% Shares:

	As At 31.03.2013		As At 31.03.2012	
Name of Shareholder	Number	% holding	Number	% holding
Jaypee Infra Ventures [a Private Company with unlimited liability]	717,656,303	32.34	717,656,303	33.75
Life Insurance Corporation of India & Mutual Funds	109,139,905	4.92	109,239,797	5.14

CONSOLIDATED NOTE No. "3" RESERVES AND SURPLUS			As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS
General Reserve					
As per last Balance Sheet		208,993		198,668	
Add :Transfer from Debenture Redemption Reserve		7,692		-	
Add :Transfer from Surplus - Balance in Statement of Profit and Loss		6,460		10,264	
Add :Adjustment		-		61	
			223,145		208,993
Debenture Redemption Reserve					
As per last Balance Sheet		228,350		161,825	
Add :Transfer from Surplus - Balance in Statement of Profit and Loss		-		66,525	
Less:Transfer to Surplus - Balance in Statement of Profit and Loss		15,286		-	
Less :Transfer to General Reserve		7,692		-	
			205,372		228,350
Security Premium Redemption Reserve					
As per last Balance Sheet		2,850		-	
Transfer from Security Premium Reserve		7,151	10,001	2,850	2,850
Revaluation Reserve					
As per last Balance Sheet		20,053		20,254	
Less:Depreciation and Amortisation adjusted on Revalued Assets		200		201	
			19,853		20,053
Securities Premium Reserve					
As per last Balance Sheet		371,389		356,256	
Add: Premium on issue of shares		116,939		43,469	
Add : On conversion of Foreign Currency Convertible Bonds into Shares		21,476		-	
Less: Provision of Premium Payable on Redemption of Debentures		48,656		23,567	
Less: Transfer to Security Premium Redemption Reserve		7,151		2,850	
Less: Expenses on issue of Shares / Debentures		5,658		1,919	
			448,339		371,389
Reserve for Premium on Foreign Currency Convertible Bonds					
As per last Balance Sheet		81,945		53,503	
Less: Transfer to Surplus - Balance in Statement of Profit and Loss		77,946		-	
Add : Provided for the year		2,940		28,670	
Less: Paid on Redemption		65	6,874	228	81,945
Capital Reserve					
As per last Balance Sheet		99,283		96,076	
Add :Addition during the year		18,506	117,789	3,207	99,283
Capital Reserve on Consolidation					
As per last Balance Sheet		47,901		48,305	
Less : Adjustments during the year		1,830	46,071	404	47,901
Capital Redemption Reserve					
As per last Balance Sheet			113		113
Share Forfeited Reserve					
As per last Balance Sheet			1		1
Surplus - Balance in Statement of Profit and Loss					
As per last Balance Sheet		207,999		240,592	
Opening Balances of New Subsidiaries/Joint Ventures Consolidated		-		(61)	
Profit for the year		46,179		63,292	
		254,178		303,823	
Add :Provision for Dividend Distribution Tax Written-back		937		937	
Add :Final Dividend Transferred from Trusts		947		757	
Add :MAT credit for earlier years		-		23,201	
Add :Transfer from Reserve for Premium on Foreign Currency Convertible Bonds		77,946		-	
Add :Minority Share holders Interest for Appropriation		31,526		31,412	
Add :Transfer from Debenture Redemption Reserve		15,286		-	
Less:Appropriations					
Transfer to Reserve for Premium on Foreign Currency Convertible Bonds	2,940			28,670	
Transfer to Debenture Redemption Reserve	-			66,525	
Provision for Premium on Redemption of Debentures	-			23,505	
Deffered Tax Liability of earlier Years	-			6,216	
Transfer to General Reserve	6,460			10,264	
		9,400			
Less:Dividend					
Interim Equity Dividend	-			1,170	
Tax on Interim Equity Dividend	-			1,127	
Proposed Final Equity Dividend	14,304			11,803	
Tax on Proposed Final Equity Dividend	4,702	19,006	352,414	2,851	207,999
			1,429,972		1,268,877
Less:Minority Share holders interest in Reserve and Surplus			219,058		163,603
			1,210,914		**1,105,274**

CONSOLIDATED NOTE No. "4" DEFERRED REVENUE	As At 31.03.2013 ₹ LAKHS	As At 31.03.2012 ₹ LAKHS
Advance against depreciation for the year		
As Per last Balance Sheet	39,206	31,302
Add :Addition during the year	9,509	7,904
	48,715	**39,206**

CONSOLIDATED NOTE No. "5" LONG-TERM BORROWINGS	As At 31.03.2013 Current	As At 31.03.2013 Non-Current	As At 31.03.2012 Current	As At 31.03.2012 Non-Current
[I] SECURED LOANS				
A. **NON-CONVERTIBLE DEBENTURES**	148,407	510,852	209,498	579,259
B. **TERM LOANS**				
(i) From Financial Institutions				
(a) In Rupees	54,489	336,292	5,493	299,373
(b) In Foreign Currency	1,691	5,497	395	7,905
(ii) From Banks				
(a) In Rupees	343,870	3,731,979	184,518	2,977,131
(b) In Foreign Currency	4,072	85,538	3,580	17,650
(iii) From Others	10,450	28,463	8,388	39,113
C. **Deferred Payment Liabilities**				
Foreign Currency - Buyer's Credit	1,866	2,274	1,744	3,870
D. **Loan from State Government [Interest Free]**	-	30,735	-	24,494
E. **ADVANCE FROM CLIENTS**				
From Government Departments, Public Sector Undertakings & Others - Secured against Hypothecation of construction material and plant & machinery Interest Bearing	-	606	-	606
Total =====> "I"	**564,845**	**4,732,236**	**413,616**	**3,949,401**
[II] UNSECURED LOANS				
A. Convertible Debentures	-	2,500	-	10,000
B. Foreign Currency Convertible Bonds	-	170,259	182,837	102,600
C. Foreign Currency Loans from Banks [ECB]				
(i) ECB [USD / JPY]	32,279	17,521	39,297	43,707
(ii) ECB [GBP]	10,216	15,318	4,252	21,260
(iii) ECB [CAD]	11,431	17,139	4,392	21,961
(iv) ECB [USD]-2012	-	82,200	-	-
D. Loans from Banks	3,549	52,746	3,396	55,376
E. Term Loan from Financial Institution	20,000	-	-	-
F. Fixed Deposits Scheme	104,417	166,710	112,323	106,659
G. Others [including Deferred Payment for Land]	26,575	67,147	20,271	80,308
Total =====> "II"	**208,467**	**591,540**	**366,768**	**441,871**

CONSOLIDATED NOTE No. "6" DEFERRED TAX LIABILITIES [NET]		As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS
Deferred Tax Liabilities		219,861		160,242
Less:Deferred Tax Assets		93,454		19,202
[Refer Consolidated Note No."39(b)"				
		126,407		**141,040**

CONSOLIDATED NOTE No. "7" OTHER LONG TERM LIABILITIES				
Trade Payables				
Due to Micro, Small and Medium Enterprises	-		-	
Others	41,800	41,800	12,923	12,923
Interest accrued but not due on Borrowings		9,090		9,147
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)				
(a) Interest Bearing	1,967		2,467	
(b) Non Interest Bearing	22,523	24,490	17,082	19,549
Advance from Customers		193		145
Other Payables		42,383		43,790
		117,956		**85,554**

CONSOLIDATED NOTE No. "8" LONG-TERM PROVISIONS				
Provision for Premium on Redemption of Debentures		55,791		44,348
Provisions for Employee Benefits				
For Gratuity		471		758
For Leave Encashment		4,453		4,543
		60,715		**49,649**

CONSOLIDATED NOTE No. "9" SHORT-TERM BORROWINGS				
[I] SECURED LOANS				
a. Term Loans:				
(i) From Banks	21,659		5,660	
(ii) From Others	564	22,223	470	6,130
b. Working Capital Loans				
From Banks		66,301		28,415
[II] UNSECURED LOANS				
a. Loans from Banks	40,895		44,111	
b. Bills Discounting	83,257		65,906	
c. Fixed Deposits Scheme	1,334		1,206	
		125,486		111,223
		214,010		**145,768**

CONSOLIDATED NOTE No. "10" TRADE PAYABLES		As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS
Due to Micro, Small and Medium Enterprises		-		-
Others		466,515		384,554
		466,515		**384,554**

CONSOLIDATED NOTE No. "11" OTHER CURRENT LIABILITIES				
Current maturities of Long term Debt				
(a) Secured Loans [Refer Consolidated Note No.5[I]]	564,845		413,616	
(b) Unsecured Loans [Refer Consolidated Note No.5[II]]	208,467	773,312	366,768	780,384
Interest accrued but not due on Borrowings		54,309		41,358
Adjustable receipts against Contracts (Secured Partly against Bank Guarantees)				
(a) Interest Bearing	5,125		12,090	
(b) Non Interest Bearing	13,500	18,625	81	12,171
Advance from Customers		440,353		276,393
Unclaimed Dividend*		1,471		1,411
Unclaimed Matured Public Deposit [including interest thereon]*		2,934		1,079
*[Appropriate amounts shall be transferred to Investor Education & Protection Fund, if and when due]				
Other Payables [including Statutory Dues, Staff Payable etc.]		129,760		88,434
		1,420,764		**1,201,230**

CONSOLIDATED NOTE No. "12" SHORT-TERM PROVISIONS				
Provisions for Employees Benefits				
For Gratuity	188		176	
For Leave Encashment	1,186	1,374	768	944
Provisions of Premium on Redemption of Debentures		14,273		31,294
Other Provisions				
For Proposed Final Equity Dividend	14,304		11,803	
For Tax on Proposed Final Equity Dividend	4,702		2,851	
		19,006		14,654
		34,653		**46,892**

₹ LAKHS

CONSOLIDATED NOTE No."13"
FIXED ASSETS

Particulars	GROSS CARRYING VALUE				DEPRECIATION / AMORTISATION				NET CARRYING VALUE	
	As at 01.04.2012	Addition during the year	Sale/Transfer/ Discard/ Adjustment during the year	As at 31.03.2013	Upto 31.03.2012	For The year	Sale/Adjust-ment	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
[A] TANGIBLE ASSETS										
01 Land										
(a) Leasehold Land	**130,659**	13,109	1,228	**142,540**	932	115	-	1,047	**141,493**	129,727
(b) Freehold Land	**54,290**	1,566	1,928	**53,928**	-	-	-	-	**53,928**	54,290
02 Building	**351,943**	79,623	1,851	**429,715**	24,271	9,721	193	33,799	**395,916**	327,672
03 Purely Temporary Erections	**8,305**	-	-	**8,305**	7,469	836	-	8,305	**-**	836
04 Railway siding	**17,568**	433	-	**18,001**	3,241	885	-	4,126	**13,875**	14,327
05 Plant & Equipments	**2,251,697**	661,646	6,641	**2,906,702**	354,238	119,996	1,488	472,746	**2,433,956**	1,897,459
06. Captive Thermal Power Plants	**140,617**	25,070	-	**165,687**	27,244	8,339	-	35,583	**130,104**	113,373
07 Wind Turbine Generators	**27,751**	239	-	**27,990**	6,318	1,466	-	7,784	**20,206**	21,433
08 Golf Course & Race Track	**62,201**	6,505	-	**68,706**	3,118	3,087	-	6,205	**62,501**	59,083
09 Miscellaneous Fixed Assets (Hotel)	**4,136**	378	90	**4,424**	1,907	196	52	2,051	**2,373**	2,229
10 Vehicles	**17,249**	1,188	424	**18,013**	7,217	1,308	342	8,183	**9,830**	10,032
11 Furniture & Fixtures	**10,616**	922	46	**11,492**	4,646	797	43	5,400	**6,092**	5,970
12 Office Equipments	**25,472**	3,337	327	**28,482**	8,153	2,428	200	10,381	**18,101**	17,319
13 Ships: Boat	**38**	-	-	**38**	4	2	-	6	**32**	34
14 Aeroplane /Helicopter	**13,423**	3,946	-	**17,369**	3,231	891	-	4,122	**13,247**	10,192
TOTAL TANGIBLE ASSETS	**3,115,965**	**797,962**	**12,535**	**3,901,392**	**451,989**	**150,067**	**2,318**	**599,738**	**3,301,654**	**2,663,976**
[B] INTANGIBLE ASSETS										
01 Computer Software	**3,931**	12	-	**3,943**	1,321	633	-	1,954	**1,989**	2,610
02 Road	**-**	944,184	-	**944,184**	-	2,047		2,047	**942,137**	-
03 Mining Rights	**810**	6,846	141	**7,515**	-	-	-	-	**7,515**	810
04 Deferred Revenue Expenditure	**4,800**	-	-	**4,800**	2,131	270	-	2,401	**2,399**	2,669
05 Fees Paid to Franchiser	**22**	-	-	**22**	22	-	-	22	**-**	-
TOTAL INTANGIBLE ASSETS	**9,563**	**951,042**	**141**	**960,464**	**3,474**	**2,950**	**-**	**6,424**	**954,040**	**6,089**
GRAND TOTAL	**3,125,528**	**1,749,004**	**12,676**	**4,861,856**	**455,463**	**153,017**	**2,318**	**606,162**	**4,255,694**	**2,670,065**
CAPITAL WORK IN PROGRESS [Including Incidental Expenditure During Construction Period]									**2,230,195**	**2,659,857**

Note:
Depreciation for the year, includes ₹ 8759 Lakhs [Previous Year ₹ 12341 Lakhs] on assets used for Projects under implementation and shown in Note No."34" Incidental Expenditure During Construction Period.

CONSOLIDATED NOTE No. "14" NON-CURRENT INVESTMENTS			As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS	
(A) Investments in Subsidiaries						
IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	200,000,000	Equity Shares of Jaypee Health Care Limited				
	(-)	of ₹ 10/- each	20,000		-	
(ii)	1,000,000	Equity Shares of Jaypee Cement Hockey (India) Limited				
	(-)	of ₹ 10/- each	100		-	
(iii)	50,000	Equity Shares of Jaypee Cement Cricket (India) Limited				
	(-)	of ₹ 10/- each	5		-	
				20,105		-
(B) Investment in Associate Companies						
IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	10,000	Equity Shares of Jaiprakash Kashmir Energy Limited				
	(10,000)	of ₹ 10/- each	1		1	
(ii)	736,620	Equity Shares of RPJ Minerals Private Limited				
	(736,620)	of ₹ 10/- each	29		32	
(iii)	23,575	Equity Shares of Sonebhadra Minerals Private Limited				
	(23,575)	of ₹ 10/- each	6		16	
(iv)	13,750	Equity Shares of Indesign Enterprises Private Limited, Cyprus				
	(50,000)	Cyprus Pound 1/- each	20		72	
				56		121
(C) Investment in Joint Venture Company						
IN PREFERENCE SHARE- Unquoted, fully paid-up						
(i)	1,901,050	Preference Shares of Jaypee Uttar Bharat Vikas Private				
	(1,901,050)	Limited of ₹ 10/- each	19,011		19,011	
(ii)	111,000,000	Preference Shares of Kanpur Fertilizers & Cement Limited				
	(-)	of ₹ 10/- each	11,100	30,111	-	19,011
(D) Other Investments						
(a) IN EQUITY SHARES - Quoted, fully paid-up						
(i)	15,350	Equity shares of Capital Trust Limited				
	(15,350)	of ₹ 10/- each	2		2	
(ii)	100	Equity Shares of IFCI Limited				
	(100)	of ₹ 10/- each [₹ 3500/-]	-		-	
(iii)	721,600	Equity Shares of Indian Overseas Bank Limited				
	(721,600)	of ₹ 10/- each	72		72	
(iv)	868,000	8,68,000 Equity Shares of Sumeru Industries Limited				
	(868,000)	of ₹ 1/- each	6		6	
(v)	20,000	20,000 Equity Shares of Saket Projects Limited				
	(20,000)	of ₹ 10/- each	2		2	
(vi)	165,900	1,65,900 Equity Shares of PNB Gilts Limited				
	(165,900)	of ₹ 10/- each	50		50	
(vii)	25,000	25,000 Equity Shares of Tourism Finance Corporation of				
	(25,000)	India Limited of ₹ 10/- each	5		5	
				137		137
(b) IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	5	Equity Shares of Makers Chamber VI Premises				
	(5)	Co-operative Society Limited, Bombay of				
		₹ 50/- each [₹ 250/-]	-		-	
(ii)	2,035,000	Equity Shares of Delhi Gurgaon Super Connectivity				
	(2,035,000)	Limited of ₹ 10/- each	204		204	
(iii)	840,000	Equity Shares of U.P. Asbestos Limited				
	(840,000)	of ₹ 10/- each [₹ 1/-]	-		-	
(iv)	5	Equity Shares of Sanukt Members Association				
	(5)	of ₹ 100/- each [₹ 500/-]	-	204	-	204
(E) BULLION						
Gold [27 Kgs]				260		260
(F) INTEREST IN BENEFICIARY TRUSTS						
(i)		JHL Trust	4,603		4,603	
(ii)		JCL Trust	33,105		33,105	
(iii)		GACL Trust	19,606		19,606	
(iv)		JEL Trust	3,085		3,085	
(v)		JPVL Trust	198,594	258,993	198,594	258,993
(G) OTHER NON CURRENT INVESTMENT				7,000		7,000
(H) SHARE APPLICATION MONEY						
(i)		Madhya Pradesh Jaypee Minerals Limited [Associate Company]	-		7,500	
(ii)		Jaiprakash Kashmir Energy Limited [Associate Company]	101		101	
(iii)		RPJ Minerals Private Limited [Associate Company]	-		50	
(iv)		Jaypee Health Care Limited	543		-	
(v)		Others	-	644	3,042	10,693
				317,510		**296,419**

"14.1"	Aggregate cost of:				
	Quoted Investments [Market Value ₹ 524 Lakhs] [Previous Year ₹ 739 Lakhs]		137		137
	Unquoted Investments in Equity Shares, Preference Shares & Bullion		50,736		19,596

"14.2" The Trusts mentioned in Sl. No.(F)(i) to (iv) are holding 18,93,16,882 Equity Shares [Previous Year 18,93,16,882] of ₹ 2/- of Jaiprakash Associates Limited, the sole beneficiary of which is the Company. [The Market Value of Shares held in these Trusts is ₹ 123908 Lakhs (Previous Year ₹ 154672 Lakhs)] and Trust at F(v) is holding 34,40,76,923 Equity Shares of Jaiprakash Power Ventures Limited, the sole beneficiary of which is Jaiprakash Power Ventures Limited [subsidiary of the Company] [Market Value ₹ 89804 Lakhs (Previous Year ₹ 140211 Lakhs)].

"14.3" All Investments are Non-trade Investments.

"14.4" Since the Market Rate of Saket Project Limited was not available in any of the Stock Exchanges, Market Value has been considered equivalent to Face Value.

CONSOLIDATED NOTE No. "15"
LONG-TERM LOANS AND ADVANCES
[Unsecured, considered good]

Capital Advance		133,286		210,499
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	65,579		53,229	
(b) Others	2,211	67,790	2,531	55,760
Loans and Advances to Related Parties		6,790		6,390
Advances to Suppliers, Contractors, Sub-contractors & Others		45,568		44,934
Advances for Land		23,012		22,762
Claims and Refund Receivable		41,296		25,441
Prepaid Expenses		6,121		6,935
Advance Income Tax and Tax Deducted at Source [Net of Provision]		24,136		14,048
		347,999		**386,769**

CONSOLIDATED NOTE No. "16"
OTHER NON-CURRENT ASSETS
[Unsecured, considered good]

Long Term Trade Receivables				
(a) Considered good		185,661		160,371
(b) Doubtful				
From Overseas Works	10,163		10,163	
Less:Provision for writting off	10,163	-	10,163	-
Interest accrued on Fixed Deposits & Others		174		2,797
		185,835		**163,168**

CONSOLIDATED NOTE No. "17"
CURRENT INVESTMENTS

(a) In Units of Exchange Traded Funds, Quoted [Market Value ₹ 3,621 Lakhs (Previous Year ₹ 23,701 Lakhs)]	3,621	22,928
(b) In Units of Mutual Funds, Unquoted	25,700	10,769
	29,321	**33,697**

"17.1" Particulars of Investments in Units of Exchange Traded Funds [ETF] and Mutual Funds as on date of Balance Sheet:

	Name of Mutual Fund/ ETF	Units	2012-13 ₹ LAKHS	Units	2011-12 ₹ LAKHS
[I]	Investment in Units of Exchange Traded Funds				
[a]	Gold Benchmark Exchange Traded Scheme	-	-	728,900	18,940
[b]	NSEL - E - Silver	67,550	3,621	69,983	3,988
	Total [I]		3,621		22,928
[II]	Investment in Units of Mutual Funds				
[a]	Templeton India Short Term Income Retail Growth Plan	-	-	25,983	520
[b]	FT India Dynamic PE Ration Fund of Funds - Growth	-	-	1,261,006	500
[c]	Canara Robeco Indigo Fund	960,384	100	960,384	100
[d]	HDFC Prudence Fund [Dividend Scheme]	-	-	698,274	200
[e]	ICICI Prudential Balanced Fund [Dividend Scheme]	-	-	1,193,319	200
[f]	HDFC Balanced Fund [Dividend Scheme]		-	1,011,941	200
[g]	Axis Hybrid fund-series 2- Growth Plan	1,000,000	100	999,990	100
[h]	SBI Gold Fund- Growth	-	-	2,000,000	200
[i]	Axis Capital Protection Oriented Fund -Series 2 [Growth]	999,990	100	1,000,000	100
[j]	SBI Dynamic Bond Fund -Growth	776,862	100	776,862	100
[k]	Tempeton India Treasury Management Account -Super Inst. Plan -Growth	-	-	192,385	3,000
[l]	Kotak Liquid (Institutional Premium) - Growth	-	-	26,072,922	5,549
[m]	Kotak Bond Scheme Plan - Growth	2,973,076	1,000	-	-
[n]	Canara Robeco Gold Savings Fund	1,000,000	100	-	-
[o]	IDFC Dynamic Bond Fund - Plan A - Growth	4,491,511	1,000	-	-
[p]	SBI Magnum Income Fund - Growth	711,835	200	-	-
[q]	Birla Sunlife Income Plus Fund - Growth	1,901,303	1,000	-	-
[r]	HDFC Income Fund - Growth	3,739,772	1,000	-	-
[s]	Birla Sunlife Dynamic Bond Fund	5,050,888	1,000	-	-
[t]	Axis Short Term Fund	7,854,843	1,000	-	-
[u]	LIC Nomura Mutual Fund- Liquid Fund - Growth	893,647	19,000	-	-
	Total [II]		25,700		10,769
	Gr. Total [I] + [II]		**29,321**		**33,697**

		2012-13	2011-12
"17.2"	Aggregate amount of Current Investments	29,554	33,697
	Less:Aggregate provision for dimunition in value of Investments	233	-
		29,321	**33,697**

CONSOLIDATED NOTE No. "18" INVENTORIES (As per inventories taken valued and certified by the Management)	As At 31.03.2013 ₹ LAKHS	As At 31.03.2012 ₹ LAKHS
(a) Stores and Spare Parts	86,201	81,623
(b) Construction & Other Materials	46,562	50,501
(c) Raw Materials	22,748	6,414
(d) Finished Goods	32,418	22,902
(e) Stock in Process	27,205	19,751
(f) Work-in-Progress - Construction Division	24,550	10,264
(g) Food and Beverages	217	294
(h) Goods in Transit	2,056	2,997
	241,957	**194,746**

CONSOLIDATED NOTE No. "19"

PROJECTS UNDER DEVELOPMENT	729,181	628,441
	729,181	**628,441**

CONSOLIDATED NOTE No. "20"
TRADE RECEIVABLES
(Unsecured, considered good)

		As At 31.03.2013		As At 31.03.2012
(a) Debts outstanding for a period exceeding six months				
(i) Considered good	28,867		53,112	
(ii) Considered Doubtful	142		142	
Less:Provision for Bad & Doubtful Debts	(142)	28,867	(142)	53,112
(b) Other Debts		178,161		103,451
		207,028		**156,563**

CONSOLIDATED NOTE No. "21"
CASH AND CASH EQUIVALENTS

			As At 31.03.2013 ₹ LAKHS		As At 31.03.2012 ₹ LAKHS
(a)	Cash on hand		1,084		881
(b)	Cheques, Drafts on hand		5,306		6,031
(c)	Balances with Scheduled Banks				
	(i) In Current & Cash Credit Account	138,788		106,985	
	(ii) In Fixed Deposits Account with Banks & Others				
	Having remaining maturity of more than 12 months	2,127		9,725	
	Others	122,720		149,327	
	(iii) Balance in Dividend Account	1,471		1,411	
	(iv) Balance in Trust & Retention Account				
	In Current Account	10,030		11,516	
			275,136		278,964
(d)	Balance with Non-Scheduled (Foreign) Banks				
	In Current Account		1,205		183
			282,731		**286,059**

"21.1" Fixed Deposit of ₹ 7689 Lakhs [Previous Year ₹ 10933 Lakhs) pledged as Margin Money with Banks and Others.

"21.2" Cash in hand and Balances with Non Scheduled Banks in Foreign Currency includes Iraqi Dinars 27,377 Million equivalent to ₹ 10 Lakhs which are not available for use by the Company.

"21.3" Fixed Deposit with Banks include ₹ 4894 Lakhs [Previous Year ₹ 13141 Lakhs] with Original maturity of more than 12 months.

"21.4" Fixed Deposits includes ₹ 21537 Lakhs [Previous Year ₹ 9321 Lakhs] earmarked for repayment of Public Deposits.

CONSOLIDATED NOTE No. "22"
SHORT TERM LOANS AND ADVANCES
[Unsecured, considered good]

Advances to Suppliers, Contractors, Sub-contractors & Others		115,790		100,548
Advances to Related Parties		22,253		5,503
Advance for Land		40,198		41,065
Staff Imprest and Advances		1,729		1,361
Claims and Refunds Receivable		84,892		63,756
MAT Credit Entitlement		42,937		32,466
Prepaid Expenses		10,190		11,844
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	3,344		3,369	
(b) Others	146,086		146,257	
		149,430		149,626
		467,419		**406,169**

CONSOLIDATED NOTE No. "23"
OTHER CURRENT ASSETS
[Unsecured, considered good]

Interest accrued on Fixed Deposits & Others	3,069	4,450
Unbilled Receivables	156,874	41,221
	159,943	**45,671**

CONSOLIDATED NOTE No."24"
REVENUE FROM OPERATIONS

		2012-13 ₹ LAKHS	2011-12 ₹ LAKHS
Sale of Products	[Refer Consolidated Note No. "24.1"]	1,675,413	1,345,421
Sale of Services	[Refer Consolidated Note No. "24.2"]	206,226	131,902
Other Operating Revenue	[Refer Consolidated Note No. "24.3"]	15,443	10,027
		1,897,082	**1,487,350**

CONSOLIDATED NOTE No."24.1"
SALE OF PRODUCTS

		2012-13		2011-12
Cement Sales [Gross] [including Clinker Sales]	968,086		749,525	
Less:Excise Duty on Sales	106,775	861,311	76,574	672,951
Asbestos Sheets Sales & Other Sales [Gross]	21,944		12,441	
Less:Excise Duty on Sales	2,425	19,519	1,148	11,293
Real Estate/ Infrastructure Revenue		548,406		495,466
Power Revenue		246,177		165,711
		1,675,413		**1,345,421**

CONSOLIDATED NOTE No."24.2"
SALE OF SERVICES

	2012-13	2011-12
Construction Revenue	162,916	95,425
Sports Events	7,623	13,615
Hotel/Hospitality Revenue	21,811	18,875
Toll Collections & Passes Revenue	8,640	-
Sale of VER's	4,381	3,987
Manpower Supply & Other Services	855	-
	206,226	**131,902**

CONSOLIDATED NOTE No."24.3"
OTHER OPERATING REVENUE

	2012-13	2011-12
Rent	231	299
Machinery Rentals/Transportation Receipts	57	69
Foreign Currency Rate Difference [Net] - Other than Finance Costs	-	437
Profit on Sale / Disposal / Write Off of Assets [Net]	2,059	-
Miscellaneous	13,096	9,222
	15,443	**10,027**

CONSOLIDATED NOTE No."25"
OTHER INCOME

	2012-13	2011-12
Dividends from Non Current Investments	34	38
Dividends from Current Investments [Mutual Funds]	3	607
Profit/[Loss] on Sale/Redemption of Exchange Traded Funds/Mutual Funds [Net]	6,194	7,925
Profit on sale of shares	72	-
Interest	9,482	16,129
	15,785	**24,699**

CONSOLIDATED NOTE No."26"
COST OF MATERIALS CONSUMED

	2012-13	2011-12
Raw Materials Consumed	138,804	90,568
Excise Duty on Clinkers	6,113	6,982
Consumption of Food & Beverages etc.	2,512	2,106
Materials Consumed - Others	24,662	9,019
Machinery Spares Consumed	11,483	1,672
Stores and Spares Consumed	38,084	22,977
Coal Consumed	155,624	133,699
Packing Materials Consumed	35,737	28,209
	413,019	295,232
Less:Attributable to Self Consumption	44,445	48,651
Less:Clinker Transferred for Trial Run	-	895
	368,574	**245,686**

CONSOLIDATED NOTE No."27" CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		2012-13 ₹ LAKHS		2011-12 ₹ LAKHS
OPENING STOCKS				
Finished Goods	22,902		21,286	
Stock-in-Process	20,878	43,780	32,079	53,365
LESS:CLOSING STOCKS				
Finished Goods	32,418		22,902	
Stock-in-Process	27,205	59,623	20,878	43,780
WORK-IN-PROGRESS - Construction Division				
Opening Work-in-Progress	10,264		6,753	
Less:Closing Work-in-Progress	24,550	(14,286)	10,264	(3,511)
Excise Duty Difference on Changes in Closing Stocks		1,734		(2,710)
		(28,395)		**3,364**

CONSOLIDATED NOTE No."28"
MANUFACTURING, CONSTRUCTION, REAL ESTATE, INFRASTRUCTURE HOTEL / HOSPITALITY / EVENT & POWER EXPENSES

	2012-13 ₹ LAKHS	2011-12 ₹ LAKHS
Construction Expenses	24,835	12,959
Real Estate / Infrastructure Expenses	242,965	213,220
Event Expenses	32,149	31,921
Hotel & Golf Course Operating Expenses	2,876	2,465
Hire Charges & Lease Rentals of Machinery	844	356
Power, Electricity & Water Charges	110,448	88,108
Repairs & Maintenance of Machinery	9,986	7,182
Repairs to Building and Camps	6,221	4,913
Operation & Maintenace Expenses	14,505	1,905
Freight, Octroi & Transportation Charges	61,584	49,104
	506,413	412,133
Less:Attributable to Self Consumption	18,264	15,721
	488,149	**396,412**

CONSOLIDATED NOTE No."29"
EMPLOYEE BENEFITS EXPENSES

	2012-13 ₹ LAKHS	2011-12 ₹ LAKHS
Salaries, Wages & Bonus	79,581	59,209
Gratuity	838	725
Contribution to Provident & Other Funds	3,307	2,609
Staff Welfare	4,467	3,458
	88,193	**66,001**

CONSOLIDATED NOTE No."30"
FINANCE COSTS

		2012-13 ₹ LAKHS		2011-12 ₹ LAKHS
Interest on Term Loans		342,099		193,923
Interest on Debentures		48,659		51,048
Interest on Bank Borrowing and Others		43,165		33,813
Financing Charges		22,952		34,071
Foreign Currency Rate Difference [Net] - On Financing		9		559
		456,884		**313,414**

NOTE No."31"
DEPRECIATION AND AMORTISATION EXPENSE

Depreciation	143,152		94,899	
Amortisation	647	143,799	457	95,356
Less:Revaluation Reserve		200		201
		143,599		**95,155**

CONSOLIDATED NOTE No."32"
OTHER EXPENSES

Loading, Transportation & Other Charges		170,497		135,080
Commission & Discount on Sales		39,170		28,322
Sales Promotion		18,496		10,114
Rent		3,796		2,362
Rates & Taxes		7,552		5,246
Insurance		7,003		4,419
Travelling & Conveyance		4,851		3,732
Bank Charges, Bill Discounting & Guarantee Commission		9,306		5,757
Loss/ (Profit) on Sale / Disposal / Discard / Write-off of Assets (Net)		20		102
Foreign Currency Rate Difference [Net] Other Than Financing Charges		693		-
Postage, Telephone & Telex		957		1,135
Light Vehicles Running & Maintenance		2,226		1,443
Legal & Professional		13,609		10,641
Charity & Donation		5,786		5,564
Security & Medical Service		8,865		6,184
Miscellaneous Expenses		11,126		9,093
Auditors' Remuneration:				
Audit Fees	142		119	
Tax Audit Fees	16		13	
Other Services	4		3	
To Partners in other capacity:				
For Taxation matters	4		6	
Reimbursement of Expenses	11	177	8	149
Preliminary, Share & Debenture Issue & Other carry forward expenses written off		-		70
		304,130		**229,413**

CONSOLIDATED NOTE No."33" PROJECTS UNDER DEVELOPMENT		2012-13 ₹ LAKHS		2011-12 ₹ LAKHS
Opening Balance		628,441		543,051
Expenses On Development during the year				
Paid for Land		26,624		29,133
Construction Expenses		271,743		203,444
Technical Consultancy		1,205		2,930
Power, Electricity and Water Charges		447		446
Personnel Expenses		6,031		7,694
Sales and Promotional Expenses		16,952		19,955
Other Expenses		4,881		5,990
Finance Costs		44,177		42,063
		1,000,501		854,706
Less:Cost of Sales of Infrastructure & Construction of Properties Developed and under Development	254,970		221,728	
Less:Transfer to Jaypee Healthcare Limited	15,770		-	
Less:Transfer to Capital Work-in-Progress	580		4,537	
		271,320		226,265
Balance carried to Note No."19"		**729,181**		**628,441**

CONSOLIDATED NOTE No."34"
INCIDENTAL EXPENDITURE DURING CONSTRUCTION PERIOD

Opening Balance		648,561		542,139
Add : Opening Balances of New Subsidiaries / Associates / Joint Ventures		338		1,644
		648,899		543,783
Electricity, Power and Fuel		4,733		4,037
Salary , Wages & Staff Welfare		12,973		26,863
Site / Quarry Development, Compensation & Survey Expenses		1,334		23,792
Repair and Maintenance		815		3,194
Consultancy,Legal and Professional		8,770		9,462
Insurance		831		2,232
License,Application Fee, Rent, Rates and Taxes		210		724
Safety & Security		1,860		2,903
LC Commission,Bank Charges and Bank Guarantee Commission		628		3,191
Freight and Material Handling		2,525		3,273
Environmental, Ecology, Afforestation, Catchment Area Treatment and Compensation		132		234
Light Vehicle running & Maintenance		406		2,264
Travelling and Conveyance		717		2,167
Vehicle/ Machinery Hire Charges and Lease Rent		1,126		1,484
Advertisement /Business Promotion Expenses		173		1,350
Foreign Exchange Fluctuations		45,543		77,432
Finance Costs		288,975		204,123
Miscellaneous		4,153		5,207
Audit Fees		14		26
Expenses on Trial Run		6,576		-
Depreciation		8,759		12,341
		1,040,152		930,082
Less:				
Interest Received	3,127		4,069	
Miscellaneous Receipt	607		1,182	
	3,734		5,251	
Less: Provision for Taxation	1	3,733	1	5,250
		1,036,419		924,832
Less:Capitalised/ Transferred / Adjustment During the Year		533,510		276,271
Carried over to Balance Sheet [included in Capital Work-in-Progress]		**502,909**		**648,561**

NOTES TO THE FINANCIAL STATEMENTS

CONSOLIDATED NOTE No."35" **Subsidiaries**

[a] The Consolidated Financial Statements present the Consolidated Accounts of Jaiprakash Associates Limited with its following Subsidiaries, Joint Venture Subsidiaries and Joint Ventures :

	Name of Companies	Country of Incorporation	Proportion of Effective Ownership Interest as at 31st March, 2013
Subsidiaries and Joint Venture Subsidiaries			
[a]	Jaiprakash Power Ventures Limited [JPVL]	India	60.69%
[b]	Jaypee Ganga Infrastructure Corporation Limited	India	100%
[c]	Bhilai Jaypee Cement Limited [BJCL]	India	74%
[d]	Jaypee Infratech Limited [JIL]	India	83.16%
[e]	Gujarat Jaypee Cement and Infrastructure Limited	India	74%
[f]	Himalyan Expressway Limited	India	100%
[g]	Jaypee Sports International Limited [JPSI]	India	90.81%
[h]	Bokaro Jaypee Cement Limited	India	74%
[i]	Jaypee Assam Cement Limited	India	100%
[j]	Himalyaputra Aviation Limited	India	100%
[k]	Jaypee Power Grid Limited (Subsidiary of JPVL)	India	74%
[l]	Jaypee Arunachal Power Limited (Joint Venture Subsidiary of JPVL)	India	100%
[m]	Sangam Power Generation Company Limited (Subsidiary of JPVL)	India	100%
[n]	Prayagraj Power Generation Company Limited (Subsidiary of JPVL)	India	100%
[o]	Jaypee Meghalaya Power Limited (Subsidiary of JPVL)	India	100%
[p]	Jaypee Agra Vikas Limited	India	100%
[q]	Jaypee Cement Corporation Limited	India	100%
[r]	Jaypee Fertilizers & Industries Limited	India	100%
[s]	Jaiprakash Agri Initiatives Company Limited	India	100%
[t]	Jaypee Cement Hockey (India) Limited (Subsidiary of JPSI)	India	100%
[u]	Jaypee Cement Cricket (India) Limited (Subsidiary of JPSI)	India	100%
[v]	Jaypee Health Care Limited (Subsidiary of JIL)	India	100%
Joint Venture Companies			
[w]	MP Jaypee Coal Limited	India	49%
[x]	MP Jaypee Coal Field Limited	India	49%
[y]	Madhya Pradesh Jaypee Minerals Limited	India	49%
[z]	Jaypee Uttar Bharat Vikas Private Limited (Joint Venture of Jaypee Fertilizers & Industries Limited)	India	50%
[aa]	Kanpur Fertilizers & Cement Limited (Subsidiary of Jaypee Uttar Bharat Vikas Private Limited)	India	50%

Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed such Policies and Notes from the individual financial statements, which fairly present the needed disclosure.

[b] Financial Statements used in Consolidation for Bhilai Jaypee Cement Limited and Jaypee Cement Corporation Limited were for income tax purposes.

[c] The Consolidated Financial Statement does not include the financial statement of Jaypee Cement Hockey (India) Limited, Jaypee Cement Cricket (India) Limited & Jaypee Health Care Limited, since the first financial year will be ending after 31.03.2013.

CONSOLIDATED NOTE No."36"

		As at 31.03.2013 ₹ LAKHS	As at 31.03.2012 ₹ LAKHS
	Contingent Liability not provided for in respect of :		
[a]	Claims against the Company / Disputed Liability [including Tax] not acknowledged as debts	236,725	177,731
	Amount deposited under protest	62,338	45,506
	Bank Guarantee deposited under protest (included in [b] below)	19,220	14,945
[b]	Outstanding amount of Bank Guarantees	180,933	206,970
	Margin Money deposited against the above	2,194	2,491

[c] The Income Tax Assessments of the company have been completed upto Assessment Year 2010-11. Based on the decision of the Appellate authorities and the interpretation of relevant tax provisions, the Company has been legally advised that the additions made in the assessments are likely to be deleted or substantially reduced. There is outstanding tax demand of ₹ 2616 Lakhs as at 31.03.2013.

[d] The Competition Commission of India ("CCI") passed an order on 20th June, 2012 imposing penalty on 11 cement manufacturers including the Company, allegeing contravention of the provisions of the Competition Act, 2002, and imposed a penalty of ₹ 132360 Lakhs on the Company.

The Company has filed an appeal against the said order before the Competition Appellate Tribunal. The matter is currently pending before the Competition Appellate Tribunal. However, the Competition Appellate Tribunal has, by its orders dated September 13, 2012 and October 11, 2012, ordered that no coercive steps be taken against the Company for recovery of the penalty imposed. Based on the advice of the Counsels, as well as its own assessment, the Company believes it has strong grounds for success of the appeal. Hence no provision is considered in the Financial statements.

[e] The Hon'ble High Court of Himachal Pradesh, vide order dated 04.05.2012, imposed damages of ₹ 10000 Lakhs holding certain contraventions of the Water (Prevention & Control of Pollution) Act, 1974 , Air (Prevention & Control of Pollution) Act, 1981 & Environment Impact Assessment Notification in respect of the Company's Cement plant at Bagheri, Himachal Pradesh. The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the said Order which is pending for disposal. As per directions of the Hon'ble Supreme Court an amount of ₹ 2500 lakhs has been deposited with the State Government which will remain with them and not to be disbursed during the pendency of the appeals. Based on advice of the Counsels no provision is considered in the Financial Statements.

CONSOLIDATED NOTE No."37"

	Commitments:		
[a]	Estimated amount of Contract remaining to be executed on capital account and not provided for (net of advances)	5,048,968	4,789,953
[b]	Outstanding Letters of Credit	139,638	131,049
	Margin Money deposited against the above	82	1,030

[c] The Company has imported Capital Goods under Export Promotion Capital Goods Scheme [EPCG], where-under the Company is required to fulfill export obligation/deemed exports amounting to ₹ 24100 Lakhs [Previous Year ₹ 24468 Lakhs] till 31.03.2015. The Liability amounting to ₹ 4780 Lakhs [Previous Year ₹ 4826 Lakhs] on account of custom duty may arise alongwith interest @15% p.a., in the event of non-fulfillment of export obligation.

CONSOLIDATED NOTE No."38"

In the opinion of Board of Directors, Assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

			As at 31.03.2013 ₹ LAKHS	As at 31.03.2012 ₹ LAKHS

CONSOLIDATED NOTE No."39"

(a) The provision for taxation is the sum of provisions made for taxation in the separate accounts of the Holding and Companies Consolidated.

(b) Deferred Tax:

(i) Deferred Tax Liability on account of:

	As at 31.03.2013 ₹ LAKHS	As at 31.03.2012 ₹ LAKHS
Depreciation	192,415	130,929
Others	27,446	29,313
	219,861	**160,242**
Deferred Tax Assets on account of:		
Employees' Benefits	1,961	1,614
Others	91,493	17,588
	93,454	**19,202**
Net Deferred Tax Liability	**126,407**	**141,040**

(ii) Deferred Tax [net credit] amounting to ₹ 14634 Lakhs [Previous year (net debit) ₹ 13199 Lakhs] has been recognised in the Consolidated Statement of Profit & Loss for the year ended 31.03.2013.

CONSOLIDATED NOTE No."40"

		As at 31.03.2013 ₹ LAKHS	As at 31.03.2012 ₹ LAKHS
(a)	Capital Work-in-Progress includes Civil Works, Machinery Under Erection and in transit, Construction and Erection Materials, Pre-operative Expenses and also Incidental Expenditure related to Projects under Implementation.	2,230,195	2,659,857
(b)	Intangible Assets under development	9	-

CONSOLIDATED NOTE No."41"

Preference share capital in minority interest includes:

		As at 31.03.2013 ₹ LAKHS	As at 31.03.2012 ₹ LAKHS
4,350,000 (4,350,000)	10% cumulative redeemable preference shares of ₹ 10/- each of Jaypee Fertilizers & Industries Limited	435	435
12,500,000 (Nil)	11% convertible preference shares of ₹ 10/- each of Kanpur Fertilizers & Cement Limited	1,250	-
		1,685	435

CONSOLIDATED NOTE No."42"

Related Parties disclosures, as required in terms of Accounting Standard [AS 18] are given below:

[a] Associate Companies:

[i] Jaypee Infra Ventures [A Private Company with unlimited liability]
[ii] Jaypee Development Corporation Limited
[iii] Jaiprakash Kashmir Energy Limited
[iv] JIL Information Technology Limited
[v] Gaur & Nagi Limited
[vi] Indesign Enterprises Private Limited
[vii] Sonebhadra Minerals Private Limited
[viii] RPJ Minerals Private Limited
[ix] Jaiprakash Agri Initiatives Company Limited [till 24.03.2013]
[x] Tiger Hills Holiday Resort Private Limited
[xi] Anvi Hotels Private Limited
[xii] Sarveshwari Stone Products Private Limited
[xiii] Rock Solid Cement Limited
[xiv] Jaypee International Logistics Company Private Limited
[xv] Jaypee Hotels Limited
[xvi] Jaypee Mining Venture Private Limited
[xvii] Ceekay Estates Private Limited
[xviii] Jaiprakash Exports Private Limited
[xix] Bhumi Estate Developers Private Limited
[xx] PAC Pharma Drugs and Chemicals Private Limited
[xxi] Jaypee Technical Consultants Private Limited
[xxii] Jaypee Uttar Bharat Vikas Private Limited [Joint Venture]
[xxiii] Kanpur Fertilizers & Cement Limited [Joint Venture]
[xxiv] Madhya Pradesh Jaypee Minerals Limited [Joint Venture]
[xxv] MP Jaypee Coal Limited [Joint Venture]
[xxvi] MP Jaypee Coal Fields Limited [Joint Venture]
[xxvii] GM Global Mineral Mining Private Limited
[xxviii] Andhra Cements Limited [w.e.f. 10.02.2012]
[xxix] Milestone Home Finance Company Private Limited [w.e.f. 28.09.2012]
[xxx] Jaypee Jan Sewa Sansthan [Not For Profit' Private Limited Company] [w.e.f. 12.06.2012]
[xxxi] Akasva Associates Private Limited
[xxxii] Lucky Strike Financiers Private Limited
[xxxiii] Power Grid Corporation of India Limited
[xxxiv] Steel Authority of India Limited
[xxxv] Gujarat Mineral Development Corporation Limited
[xxxvi] ISG Traders Limited
[xxxvii] Boydell Media Pvt Limited
[xxxviii] Gujarat Carbon & Industries Limited
[xxxix] Santipara Tea Company Limited
[xxxx] Stone Solar limited

[b] Key Management Personnel: Whole time Director

Jaiprakash Associates Limited
[i] Shri Manoj Gaur, Executive Chairman & C.E.O.
[ii] Shri Sunil Kumar Sharma, Executive Vice Chairman
[iii] Shri Sarat Kumar Jain, Vice Chairman
[iv] Shri Sunny Gaur
[v] Shri Pankaj Gaur
[vi] Shri Shyam Datt Nailwal
[vii] Shri Ranvijay Singh
[viii] Shri Ravindra Kumar Singh [till 14.10.2012]
[ix] Shri Rahul Kumar

Jaiprakash Power Ventures Limited
[i] Shri Suren Jain, Managing Director and CFO
[iii] Shri R.K.Narang
[iv] Shri Suresh Chandra
[vi] Shri Praveen Kumar Singh
[vii] Shri Dharam Paul Goyal [till 31.03.2013]
[viii] Shri Ravindra Mohan Chadha [till 31.03.2013]

Jaypee Infratech Limited
[i] Shri Rakesh Sharma, Managing Director [w.e.f. 01.04.2012]
[ii] Shri Sachin Gaur
[iii] Smt Rita Dixit [till 15.06.2011]
[iv] Smt Rekha Dixit
[v] Shri Har Prasad [till 31.03.2012]

Jaypee Power Grid Limited
[i] Shri Rajiv Ranjan Bhardwaj, Managing Director [till 30.04.2012]
[ii] Shri Sachchidanand Singh [till 26.12.2012]
[iii] Shri Subhash Chandra Singh [w.e.f. 27.12.2012]
[iv] Shri Prabhakar Singh [till 04.12.2011]

Himalyan Expressway Limited
Shri K.C. Batra [till 31.03.2013]

Jaypee Sports International Limited
Shri Sameer Gaur, Managing Director & CEO

Prayagraj Power Generation Company Limited
[i] Shri Ramesh Chandra Shrivastav [till 16.04.2011]
[ii] Shri Hemant Kumar Sharma, Managing Director [w.e.f. 01.03.2012]

Sangam Power Generation Company Limited
[i] Shri Siddeshwar Sen
[ii] Shri V.K. Agarwal [till 03.11.2011]

Jaiprakash Agri Initiatives Company Limited
[i] Shri R.Mathur
[ii] Shri Shambhu Nath

Kanpur Fertilizers & Cement Limited
V.K.Sharma, Managing Director [w.e.f. 24.02.2011]

Jaypee Fertilizers & Industries Limited
Shri Sunil Joshi [w.e.f. 01.04.2011]
Jaypee Cement Corporation Limited
Shri R. Ramaraju, Managing Director

[c] Relatives of Key Management Personnel, where transactions have taken place

[i] Shri Jaiprakash Gaur
[ii] Shri Nanak Chand Sharma
[iii] Shri Gyan Prakash Gaur
[iv] Shri Suresh Kumar
[v] Shri Pawan Kumar Jain
[vi] Smt Rita Dixit
[vii] Shri Raj Kumar Singh
[viii] Shri Naveen Kumar Singh
[ix] Smt. Manju Sharma
[x] Smt Neha Goyal

Transactions carried out with related parties referred to above:

₹ LAKHS

Nature of Transactions	Related Parties Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Income			
Cement Sales	1,072	-	-
	(499)	-	-
Contract Receipts	1,383	-	-
	-	-	-
Real Estate Revenue	2,012	1,886	1,426
	(1,475)	(7,050)	(6,783)
Service Charges	56	-	-
	(339)	-	-
Others	1,069	-	-
	(149)	-	-
Expenses			
Design Engineering and Technical Consultancy	5,267	-	-
	(6,811)	-	-
Management Fees	1,381	-	-
	(1,094)	-	-
Security & Medical Services	11,865	-	-
	(10,520)	-	-
Salaries & Other Amenities etc.	-	3,082	170
	-	(1,802)	(153)
Rent	186	-	-
	(192)	-	-
Fixed Assets & Other Materials Purchased	7,383	-	-
	(2,838)	-	-
Other Expenses	1,183	-	-
	(1,544)	-	-
Others			
Purchase of Shares during the year	11,100	-	-
	(19,011)	-	-
Sale of shares	124	-	-
	-	-	-
Share Application Money [Outstanding]	101	-	-
	(7,651)	-	-
Outstanding			
Receivables	192,159	-	-
	(172,928)	-	-
Payables	13,373	191	-
	(16,207)	(13)	(2)

Notes:Previous Year figures are given in brackets.

CONSOLIDATED NOTE No."43"

Segment Information - Business Segment

	2012-2013 Segment Revenue External	Inter Segment Revenue	Segment Result Profit/(Loss) before Tax and Interest	2011-2012 Segment Revenue External	Inter Segment Revenue	Segment Result Profit/(Loss) before Tax and Interest
Construction	165,675	364,645	66,679	97,679	484,819	42,600
Cement/Cement Products	884,896	31,204	66,781	690,916	42,367	48,032
Infrastructure Project	330,305	-	164,078	315,877	10,264	181,125
Hotel/Hospitality/Sports Event	30,203	252	(37,296)	32,858	686	(18,412)
Real Estate	231,451	-	123,085	182,762	-	82,035
Power	250,165	-	162,247	165,393	107	129,653
Investments	6,303	-	6,178	8,571	-	8,571
Others	2,746	11,935	(552)	2,011	3,199	(1,613)
Unallocated	11,123	-	(1,776)	15,982	-	3,961
	1,912,867	408,036	549,424	1,512,049	541,442	475,952
Less:Finance Costs			456,884			313,414
Profit before Tax			**92,540**			**162,538**
Provision for Tax						
Current Tax		31,313			55,839	
Deferred Tax		(14,634)			13,199	
Income Tax provision of earlier years reversed		(1,858)	14,821		(1,208)	67,830
Profit after Tax			**77,719**			**94,708**

₹ LAKHS

Other Information	2012-2013 Segment Assets	2012-2013 Segment Liabilities	2011-2012 Segment Assets	2011-2012 Segment Liabilities
Construction	553,302	170,137	498,096	136,605
Cement/Cement Products	2,348,544	275,995	2,071,287	217,969
Infrastructure Project	1,726,351	290,996	1,483,365	166,052
Hotel/Hospitality/Sports Event	347,054	78,552	316,063	37,268
Real Estate	548,371	167,231	479,382	130,054
Power	3,108,227	271,176	2,320,438	117,297
Investments	346,830	-	330,116	-
Others	152,885	12,617	101,072	21,160
Unallocated	303,404	88,118	307,752	145,444
	9,434,968	1,354,822	7,907,571	971,849

	2012-2013 Capital Expenditure	2012-2013 Depreciation	2012-2013 Non cash expenditure other than Depreciation	2011-2012 Capital Expenditure	2011-2012 Depreciation	2011-2012 Non cash expenditure other than Depreciation
Construction	21,279	11,018	-	14,657	4,257	-
Cement/Cement Products	265,216	79,265	1,145	314,085	60,421	848
Infrastructure Project	72,361	2,344	-	241,436	159	-
Hotel/Hospitality/Sports Event	17,015	10,647	22	116,206	6,672	21
Real Estate	6,609	776	5	5,468	663	5
Power	795,531	37,308	43	685,887	21,788	105
Investments	-	-	-	-	-	-
Others	50,391	1,334	-	54,054	437	-
Unallocated	2,146	458	-	1,637	500	70
	1,230,548	143,150	1,215	1,433,430	94,897	1,049
Loans			6,313,276			5,318,377

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisational structure as well as differential risk and returns of these segments.

[b] Business Segment has been disclosed as the primary segment.

[c] Types of Products and Services in each Business Segment:

[i]	Construction	Civil Engineering Construction/EPC Contracts
[ii]	Cement/Cement Products	Manufacture and Sale of Cement, Clinker and Cement Products
[iii]	Hotel/Hospitality/Sports	Hotels, Golf Course, Resorts, Spa and Sports Events
[iv]	Real Estate	Real Estate Development
[v]	Power	Generation and Sale of Power [Hydro, Wind and Thermal Power]
[vi]	Infrastructure Projects	Expressways
[vii]	Investments	Investments in Companies
[viii]	Others	Includes Heavy Engineering Works, Hitech Castings, Coal, Fertilizer, Aviation ,Waste Treatment Plant, Edible Oils, Dairy Products and Man Power.

[d] Segment Revenues, Results, Assets and Liabilities include the amounts identifiable to each segment and amounts allocated on a reasonable basis.

[e] Segment Assets exclude Miscellaneous Expenditure & Deferred Tax Asset. Segment Liability exclude Deferred Tax Liability.

CONSOLIDATED NOTE No."44"

In accordance with the Accounting Standard [AS-20] on 'Earnings Per Share"' computation of Basic and Diluted Earnings per Share is as under:

			2012-2013 ₹ LAKHS	2011-2012 ₹ LAKHS
[a]	Net Profit for Basic Earnings Per Share as per Statement of Profit & Loss		46,179	63,292
	Add Adjustment for the purpose of Diluted Earnings Per Share		745	-
	Net Profit for Diluted Earnings Per Share as per Statement of Profit & Loss		46,924	63,292
[b]	Weighted average number of equity shares for Earnings Per Share computation:			
	[i] Number of Equity Shares at the beginning of the year		2,126,433,182	2,126,433,182
	[ii] Number of Shares allotted during the year		92,650,377	-
	[iii] Weighted average shares allotted/to be allotted during the year		19,144,387	-
	[iv] Weighted average of potential Equity Shares		102,744,705	86,803,954
	[v] Weighted average for:			
	[a] Basic Earnings Per Share		2,145,577,569	2,126,433,182
	[b] Diluted Earnings Per Share		2,248,322,274	2,213,237,136
[c]	Earnings Per Share			
	[i] Basic	₹	2.15	2.98
	[ii] Diluted	₹	2.09	2.86
[d]	Face Value Per Share	₹	2.00	2.00

CONSOLIDATED NOTE No."45"

The Central Government in exercise of the powers conferred by sub-section 8 of section 212 of the Companies Act 1956 has directed vide Ministry of Corporate Affairs General Circular no 2/2011 dated 08th February 2011 that the provisions contained in sub-section (1) of section 212 of the Companies Act, 1956, requiring annual accounts of the Subsidiaries to be attached to the annual accounts of the Holding Company, shall not apply subject to, inter alia, Board of Directors of the Company has by Resolution given consent for not attaching the Balance Sheet of the Subsidiary Companies, presentation of Audited Consolidated Financial Statements in compliance with applicable Accounting Standards, and disclosure of following information:

₹ LAKHS

Name of Company	Capital (Including Share Application Money)	Reserves	Total Assets	Total Liablities (including Loan)	Investment Details (including Share held in Trust and Share Application Money)	Turnover (including Other Income)	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend (including Dividend Distribution Tax)
Jaiprakash Power Ventures Limited	293,800	350,636	2,694,494	2,050,058	443,417	229,080	34,914	1,996	32,918	-
	(262,476)	(284,022)	(2,237,742)	(1,691,244)	(386,308)	(168,630)	(46,299)	(6,004)	(40,295)	-
Sangam Power Generation Company Limited	55,198	-7	55,327	136	-	-	-	-	-	-
	(55,198)	(-7)	(55,231)	(40)	-	-	-	-	-	-
Prayagraj Power Generation Company Limited	153,819	-6	680,388	526,575	-	-	-	-	-	-
	(87,819)	(-6)	(323,478)	(235,665)	-	-	-	-	-	-
Jaypee Power Grid Limited	30,000	2,478	105,141	72,663	-	20,622	5,868	3,014	2,854	-
	(29,200)	(-376)	(98,469)	(69,645)	-	-	(-111)	(81)	(-192)	-
Jaypee Infratech Limited	138,893	479,123	1,937,472	1,319,456	20,543	329,220	86,816	17,370	69,446	16,250
	(138,893)	(438,870)	(1,677,449)	(1,099,686)	-	(316,893)	(159,740)	(30,768)	(128,972)	(8,071)
Himalayan Expressway Limited	14,309	8,421	72,718	49,988	-	2,766	-3,215	-	-3,215	-
	(11,809)	(11,636)	(75,782)	(52,337)	-	-	-	-	-	-
Bhilai Jaypee Cement Limited*	37,968	-8236	97,496	67,764	-	74,176	811	-5,374	6,185	-
	(20,196)	(-828)	(93,763)	(74,395)	-	(62,382)	(-9,633)	(-1,391)	(-8,242)	-
Jaypee Ganga Infrastructure Corporation Limited	56,499	-	56,655	156	-	-	-	-	-	-
	(56,280)	-	(56,443)	(163)	-	-	-	-	-	-
Jaypee Arunachal Power Limited	22,795	-225	22,870	300	-	-	-	-	-	-
	(22,400)	(-225)	(22,635)	(460)	-	-	-	-	-	-
Bokaro Jaypee Cement Limited	13,365	5,195	69,086	50,526	-	63,043	11,825	-1,779	13,604	3,883
	(13,365)	(-4526)	(55,643)	(46,804)	-	(27,465)	(-1,540)	(2,952)	(-4,492)	-
Jaypee Sports International Limited	69,200	3,013	433,113	360,900	105	105,709	2,874	1,032	1,842	-
	(56,700)	(1,171)	(395,520)	(337,649)	-	(94,974)	(1,981)	(608)	(1,373)	-
Gujarat Jaypee Cement & Infrastructure Limited	73	-19	56	2	-	17	13	5	8	-
	(1,185)	(-26)	(1,162)	(3)	-	(90)	(2)	(28)	(-26)	-
Jaypee Agra Vikas Limited	61,420	-200	73,734	12,514	-	-	-	-	-	-
	(59,390)	(-200)	(71,704)	(12,514)	-	-	-	-	-	-
Jaypee Meghalaya Power Limited	792	-2	866	76	-	-	-	-	-	-
	(670)	(-2)	(767)	(99)	-	-	-	-	-	-
Himalyaputra Aviation Limited	2,500	-1,039	3,970	2,509	-	378	-1,032	-	-1,032	-
	(550)	(-7)	(544)	(1)	-	(3)	(-7)	-	(-7)	-
Jaypee Cement Corporation Limited*	165,450	-46,553	909,217	790,320	1,668	202,439	-75,231	-26,391	-48,840	-
	(10,800)	(-48,463)	(865,598)	(903,261)	-	(123,994)	(-53,034)	(-22)	(-53,012)	-
Jaypee Assam Cement Limited	6	-54	54	102	-	-	-1	-	-1	-
	(6)	(-53)	(56)	(103)	-	-	(-53)	-	(-53)	-
Jaypee Fertilizers & Industries Limited	16,544	37,341	75,248	21,363	68,221	284	-3,821	-	-3,821	-
	(11,819)	(41,162)	(53,328)	(347)	(46,021)	(1,095)	(25)	(9)	(16)	-
Jaiprakash Agri Initiatives Company Limited	5,510	-5,727	13,596	13,813	-	31,215	-2,129	-	-2,129	-
	(5,510)	(-3,598)	(23,184)	(21,272)	-	(27,612)	(-3,522)	-	(-3,522)	-

* Figures based on Balance Sheet for Tax purpose
Previous Year figures are given in brackets

CONSOLIDATED NOTE No."46"

Figures for the previous year have been regrouped/ recast/ rearranged wherever considered necessary to conform to this year's classification.

CONSOLIDATED NOTE No."47"

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial statements.

CONSOLIDATED NOTE No."48"

All the figures have been rounded off to the nearest lakh ₹

Signatures to Consolidated Note No."1" to "48"

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

RAVINDER NAGPAL
Partner
M.No.081594

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

Place : Noida
Dated:4th May, 2013

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT [Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR & C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF JAIPRAKASH ASSOCIATES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JAIPRAKASH ASSOCIATES LIMITED AND ITS SUBSIDIARIES

The Board of Directors
Jaiprakash Associates Limited

1. We have audited the attached Consolidated Balance Sheet of Jaiprakash Associates Limited and its subsidiaries/associates, as at 31st March 2012, and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Jaiprakash Associates Limited management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing by accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We did not audit the financial statements of 18(Eighteen) subsidiaries and 7(Seven) associates (including three companies whose accounts are under audit by the Auditors appointed by the Comptroller and Auditor and General of India (CAG)), whose financial statements reflect total assets of Rs. 62,53,130.85 Lacs as at 31st March 2012, the total revenues of Rs. 7,95,247.72 Lacs and total cash out flows amounting to Rs. 2,81,298.55 Lacs for the year then ended. These financial statements and other financial information have been audited by other auditors including three companies whose accounts are under audit by the Auditors appointed by CAG, whose reports/Financial information have been furnished to us. Our opinion is based solely on the financial information/Report of other Auditors.

4. We report that the consolidated financial statements have been prepared by the Jaiprakash Associates Limited management in accordance with the requirements of Accounting Standards (AS) 21 'Consolidated Financial Statements', and Accounting Standards (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of Jaiprakash Associates Limited and its subsidiaries as at 31st March, 2012;
(b) in the case of the Consolidated Statement of Profit and Loss, of the profit of Jaiprakash Associates Limited and its subsidiaries for the year ended on the date; and
(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of Jaiprakash Associates Limited and its subsidiaries for the year ended on that date.

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

(CA M.P. SINGH)
Partner
M.No.1454

Place :Noida
Dated :30th May 2012

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

	CONSOLIDATED NOTE No.	As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS	
EQUITY AND LIABILITIES					
SHAREHOLDERS FUNDS					
(a) Share Capital	2	42,529		42,529	
(b) Reserves and Surplus	3	1,105,274		1,035,382	
			1,147,803		1,077,911
MINORITY INTEREST					
(a) Share Capital		129,118		92,142	
(b) Share Capital Suspense		-		34,408	
(c) Reserves and Surplus		163,603		140,211	
(d) Share Application Money		1,500		24,000	
(e) Preference Share Capital		435	294,656	-	290,761
Deferred Revenue	4		39,206		31,302
NON-CURRENT LIABILITIES					
(a) Long Term Borrowings	5	4,391,272		3,922,696	
(b) Deferred Tax Liabilities [Net]	6	141,040		121,501	
(c) Other Long Term Liabilities	7	85,554		76,996	
(d) Long Term Provisions	8	49,649		32,757	
			4,667,515		4,153,950
CURRENT LIABILITIES					
(a) Short Term Borrowings	9	145,768		194,365	
(b) Trade Payables	10	384,554		216,411	
(c) Other Current Liabilities	11	1,201,230		720,743	
(d) Short Term Provisions	12	46,892		12,828	
			1,778,444		1,144,347
TOTAL			**7,927,624**		**6,698,271**
ASSETS					
NON-CURRENT ASSETS					
(a) **FIXED ASSETS**					
(i) Tangible Assets	13	2,659,439		1,639,694	
(ii) Intangible Assets		6,089		4,509	
(iii) Capital Work-in-Progress [including Expenditure During Construction Period]		2,605,457		2,239,500	
(iv) Intangible Assets under Development		54,400		54,025	
		5,325,385		3,937,728	
(b) **NON-CURRENT INVESTMENTS**	14	289,419		267,596	
(c) **LONG TERM LOANS AND ADVANCES**	15	368,994		395,460	
(d) **OTHER NON-CURRENT ASSETS**	16	163,168	6,146,966	157,569	4,758,353
URRENT ASSETS					
(a) Current Investments	17	33,697		43,516	
(b) Inventories	18	194,746		166,895	
(c) Projects Under Development	19	632,978		543,051	
(d) Trade Receivables	20	197,784		115,664	
(f) Cash and Cash Equivalents	21	286,059		681,860	
(g) Short-term Loans and Advances	22	430,944		382,052	
(h) Other Current Assets	23	4,450	1,780,658	6,880	1,939,918
TOTAL			**7,927,624**		**6,698,271**

Significant Accounting Policies & Notes to the Financial Statements "1" to "46"

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

M.P. SINGH
Partner
M.No 1454

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 30th May, 2012

CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2012

	CONSOLIDATED NOTE No.		2011-12 ₹ LAKHS		2010-11 ₹ LAKHS
REVENUE FROM OPERATIONS	**24**		1,487,350		1,137,491
OTHER INCOME	**25**		24,699		25,490
TOTAL REVENUE			1,512,049		1,162,981
EXPENSES					
Cost of Materials Consumed	**26**	245,686		181,305	
Changes in Inventories of Finished Goods & Work-in-Progress	**27**	3,364		(25,653)	
Manufacturing, Construction, Real Estate, Infrastructure Hotel/Hospitality/Event & Power Expenses	**28**	396,612		274,495	
Employee Benefits Expense	**29**	66,001		52,493	
Finance Costs	**30**	313,414		197,950	
Depreciation and Amortisation Expense	**31**	95,155		64,773	
Other Expenses	**32**	229,213		158,705	
TOTAL EXPENSES			1,349,445		904,068
Profit before Exceptional, Prior Period Items & Tax			**162,604**		**258,913**
Profit on Sale of Shares - Exceptional Item			-		51,316
Adjustment for Tariff for FY 04 to FY 08			-		(1,002)
Prior Period Adjustments			(66)		(458)
Profit before Tax			**162,538**		**308,769**
Tax Expense					
Current Tax		55,839		75,116	
Deferred Tax		13,199		29,159	
Excess Provision for Income Tax in Earlier Years Reversed		(1,208)	67,830	(1,409)	102,866
Net Profit after Tax and before Minority Interest and Share in Earnings of Associates			**94,708**		**205,903**
Minority Share Holders Interest			(31,412)		(26,536)
Share in Earnings of Associates			(4)		(85)
Profit for the year			**63,292**		**179,282**
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share]					
Before Extraordinary Items					
Basic Earnings Per Share			**2.98**		**8.43**
Diluted Earnings Per Share			**2.86**		**8.10**
After Extraordinary Items					
Basic Earnings Per Share			**2.98**		**8.43**
Diluted Earnings Per Share			**2.86**		**8.10**
Significant Accounting Policies & Notes to the Financial Statements	**"1" to "46"**				

For and on behalf of the Board

As per our report of even date attached to the Balance Sheet

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No. 002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

M.P. SINGH
Partner
M.No 1454

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT
[Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR &
C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 30th May, 2012

JAIPRAKASH ASSOCIATES LIMITED [CONSOLIDATED]

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

		2011-2012 ₹ LAKHS		2010-2011 ₹ LAKHS
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax and Minority Shareholders Interest as per Statement of Profit & Loss		162,538		308,769
Add back:				
(a) Depreciation	94,898		64,635	
(b) Deferred Revenue on account of advance against depreciation	7,904		7,905	
(c) Miscellaneous Expenses and Amortisation	1,152		1,419	
(d) Finance Costs	313,414		197,950	
(e) Loss on sale of Assets [Net]	102	417,470	179	272,088
		580,008		580,857
Deduct:				
(a) Interest Income	(16,129)		(23,749)	
(b) Dividend Income	(645)		(1,561)	
(c) Profit on Sale of Equity Shares	-		(51,316)	
(d) Profit on Sale/Redemption of Exchange Traded Funds/ Mutual Funds	(7,925)		(180)	
(e) Other Income	(368)	(25,067)	(426)	(77,232)
Operating Profit before Working Capital Changes		554,941		503,625
Deduct:				
(a) Increase in Trade Receivables	(86,597)		(121,506)	
(b) Increase in Inventories	(27,851)		(24,741)	
(c) Increase in Projects under Development	(89,927)		(148,225)	
(d) (Increase)/ Decrease in Loans and Advances [including other Current Assets]	(62,103)		(103,886)	
		(266,478)		(398,358)
		288,463		105,267
Add:				
Increase in Trade Payables, Other Liabilities & Provisions		174,233		165,993
Cash Generated from Operations		462,696		271,260
Deduct:				
Tax Paid [except Tax paid on Profit on sale of Equity Shares]		(49,618)		(80,547)
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES "A"		**413,078**		**190,713**
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Outflow:				
(a) Purchase of Fixed Assets [including Capital Work in Progress]	(1,428,893)		(1,290,924)	
(b) Purchase of Investments in Shares [including Share Application Money]	(21,823)		(28,426)	
(c) Purchase/ Sale of Investments in units of Mutual Fund / Exchange Traded Funds [Net]	17,744		(2,401)	
(d) Miscellaneous Expenditure	(70)		(301)	
		(1,433,042)		(1,322,052)
Inflow:				
(a) Sale/Transfer of Fixed Assets	3,147		2,336	
(b) Sale of Investments in Equity Shares	-		57,316	
(c) Interest Received	17,437		22,433	
(d) Dividend Received	645		1,561	
(e) Other Income	368		426	
		21,597		84,072
Deduct:				
Tax Paid on Profit on Sale of Equity Shares		-		(10,228)
NET CASH USED IN INVESTING ACTIVITIES "B"		**(1,411,445)**		**(1,248,208)**

(C) CASH FLOW FROM FINANCING ACTIVITIES:		2011-2012 ₹ LAKHS		2010-2011 ₹ LAKHS
Inflow:				
(a) Increase in Share Capital (Refer Note No.1)	-		36	
(b) Increase in Security Premium (Net of expenses) (Refer Note No.1 & 2)	41,550		144,236	
(c) Increase in Minority Interest	-		46,857	
(d) Increase in Capital Reserve	2,803		2,929	
(e) Increase in Borrowings (Net of Repayments)	891,064		909,777	
(f) Adjustment in General Reserve	61	935,478	-	1,103,835
Outflow:				
(a) Finance Costs [including Redemption Premium]	(300,361)		(189,375)	
(b) Dividend Paid (including Tax on Dividend)	(12,784)		(23,601)	
(c) Decrease in Minority Interest	(19,767)	(332,912)	-	(212,976)
NET CASH FROM FINANCING ACTIVITIES "C"		**602,566**		**890,859**
CASH AND CASH EQUIVALENTS ADJUSTMENT "D"		**-**		**(23)**
CASH AND CASH EQUIVALENTS AS AT 01.04. (OPENING BALANCE)		681,860		848,519
CASH AND CASH EQUIVALENTS AS AT 31.03. (CLOSING BALANCE)		286,059		681,860

Notes:

1. Increase in Share Capital & Security Premium is on account of Conversion of Foreign Currency Convertible Bonds issued by the Parent Company into Equity Shares. Correspondingly, the Borrowings have been decreased.

2. Increase in Security Premium also includes premium received by Subsidiary Companies on issue of Shares.

3. Previous year figures have been regrouped/rearranged wherever necessary.

For and on behalf of the Board

for M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Regn No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

M.P. SINGH
Partner
MNo.1454

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O
[Cement]

HARISH K. VAI D
Sr. PRESIDENT [Corporate Affairs] & COMPANY SECRETARY]

RAHUL KUMAR
DIRECTOR & C.F.O.

SHYAM DATT NAILWAL
DIRECTOR [Finance]

Place : Noida
Dated: 30th May,2012

CONSOLIDATED NOTE No. "1"
SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Consolidated Financial Statements:

[i] The Consolidated Financial Statements are prepared in accordance with Accounting Standards [AS 21] on Consolidated Financial Statements, Accounting for Investment in Associates in Consolidated Financial Statements [AS 23] and Financial Reporting of Interests in Joint Ventures [AS 27].

[ii] The Financial statements of the Subsidiary Companies including Joint Venture Subsidiaries used in the consolidation are drawn upto the same reporting date, as that of the Parent Company, Jaiprakash Associates Limited (JAL).

[iii] The Accounts are prepared on the historical cost basis and on the principles of a going concern.

[iv] Accounting Policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

Principles of Consolidation:

[i] The Financial Statements of JAL and its subsidiaries including Joint Venture Subsidiaries are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and unrealised profits/ losses.

[ii] The Interest in Joint Ventures are reported using proportionate consolidation method i.e. by adding proportionate values of like items of assets, liabilities, income and expenses and eliminating intra group balances, transactions proportionately.

[iii] Investment in Associates is accoounting in Consolidated Financial Statements as per Equity method.

[iv] The Financial Statements of JAL and its subsidiaries are consolidated using uniform accounting policies for like transactions and other events in similar circumstances.

[v] The difference between the cost to JAL of its investments in each of the subsidiaries over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statement as Goodwill or Capital Reserve, as the case may be, Goodwill is amortised over a period of ten years.

Revenue Recognition:

Revenue/Income and Cost/Expenditure are accounted for on accrual basis as they are earned or incurred.

Fixed Assets:

Fixed Assets are stated at Cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes, expenditure during construction period, interest on borrowing and financial cost upto the date of acquisition/ installation.

Depreciation:

[i] Depreciation has been provided @ 2.71% p.a. on straight line method on Hydro Electric Plant at Baspa and Vishnu Prayag and 2.57% p.a. on Hydro Electric Project at Karcham as approved by the Ministry of Company Affairs, Government of India.

[ii] Depreciation on Fixed Assets other than (i) above is provided on Straight Line Method as per the classification and on the basis of Schedule-XIV to the Companies Act, 1956.

Investments:

Long term Investments are stated at Cost and where there is permanent diminution in the value of investments a provision is made wherever applicable. Current Investments are carried at lower of cost or quoted/ fair value, computed categorywise. Dividend is accounted for as and when received.

Employee Benefits:

Employee Benefits are provided in the books as per AS -15 (revised) in the following manner :

[i] Provident Fund and Pension contribution - as a percentage of salary/wages is a Defined Contribution Scheme.

[ii] Gratuity and Leave Encashment is a defined benefit obligation. The liability is provided for on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method.

Inventories:

[i] The inventories resulting from intra-group transactions are stated at cost after deducting unrealised profit on such transaction.

[ii] The inventories are valued on the basis of weighted Average Cost Method.

[iii] Stock of Cement/ Asbestos Sheets is valued at estimated cost or net realisable value, whichever is less. Value of Cement, Asbestos Sheets and Clinker lying in the factory premises includes excise duty, pursuant to the Accounting Standard (AS-2) [Revised].

[iv] Work-in-Progress and Material-in-Process are valued at estimated cost.

[v] Hotel Business - Stock of Food, Beverages, operating Stores and Supplies are valued at cost. Consumption of material is valued at Cost.

Foreign Currency Transactions:

[i] Monetary Assets and Liabilities related to Foreign Currency transactions and outstanding, except assets and liabilities hedge by a hedged contract, at the close of the year, are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet.

[ii] Monetary Assets and Liabilities hedged by a hedge contract are expressed in Indian Rupees at the rate of exchange prevailing on the date of Balance Sheet adjusted to the rates in the hedge contracts. The exchange difference arising either on settlement or at reporting date is recognised in the Statement of Profit & Loss except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

[iii] Transactions in Foreign Currency are recorded in the Books of Account in Indian Rupees at the rate of exchange prevailing on the date of transaction.

[iv] The Company uses foreign currency contracts to hedge its risks associated with foreign currency fluctuations. The Company does not use derivative financial instrument for speculative purposes.

Research and Development:

Revenue expenditure on Research and Development is charged to Statement of Profit & Loss in the year in which it is incurred. Capital expenditure on Research and Development is shown as an addition to Fixed Assets.

Expenditure During Construction Period:

Expenditure incurred on projects during implementation is capitalised and apportioned to various assets on commissioning of the project.

Earnings Per Share:

Basic earnings per equity share is computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

Borrowing Costs:

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to revenue.

Segment Reporting:
Revenue, operating results, assets and liabilities have been identified to represent separate segments on the basis of their relationship to the operating activities of the segment. Assets, Liabilities, Revenue and Expenses which are not allocable to separate segment on a reasonable basis, are included under "Unallocated".

Taxes on Income:
Deferred Tax Liability is provided in accordance with Accounting Standard [AS-22]. Deferred Tax Asset and Deferred Tax Liability are stated as the aggregate of respective figures in the separate Balance Sheets.

Provisions, Contingent Liabilities and Contingent Assets [AS-29]:
Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Premium on Redemption of Debentures
Premium paid/ payable on Redemption of Debentures, net of tax impact, are adjusted against the Securities Premium

CONSOLIDATED NOTE No. "2" **SHARE CAPITAL**		**As At 31.03.2012** **₹ LAKHS**	**As At 31.03.2011** **₹ LAKHS**
Authorised			
12,344,000,000	Equity Shares [Previous Year 12,344,000,000] of ₹ 2/- each	246,880	246,880
3,120,000	Preference Shares [Previous Year 3,120,000] of ₹ 100/- each	3,120	3,120
		250,000	**250,000**
Issued, Subscribed and Paid-up			
2,126,433,182	Equity Shares [Previous Year 2,126,433,182] of ₹ 2/- each fully paid up	42,529	42,529
		42,529	**42,529**

2.1 Issued, Subscribed and Paid-up Share Capital in number comprises of

860,865,055	Equity Shares [Previous Year 860,865,055] allotted for consideration other than cash in terms of the Scheme of Amalgamation effective from 11.03.2004;
20,219,850	Equity Shares [Previous Year 20,219,850] allotted for cash under "Jaypee Employees Stock Purchase Scheme 2002";
173,178,150	Equity Shares [Previous Year 173,178,150] allotted for cash on conversion of Foreign Currency Convertible Bonds;
124,378,825	Equity Shares [Previous Year 124,378,825] allotted in terms of Scheme of Amalgamation effective from 22.08.2006;
10,000,000	Equity Shares [Previous Year 10,000,000] allotted for cash to Promoters on Preferential Basis;
218,010,985	Equity Shares [Previous Year 218,010,985] allotted pursuant to Scheme of Amalgamation effective from 27.05.2009;
12,500,000	Equity Shares [Previous Year 12,500,000] allotted for cash under "Jaypee Employees Stock Purchase Scheme 2009" and
707,280,317	Equity Shares [Previous Year 707,280,317] allotted as Bonus Shares .

2.2 Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period:

	As At 31.03.2012		**As At 31.03.2011**	
	Number	**₹ Lakhs**	**Number**	**₹ Lakhs**
Equity Shares at the beginning of the year	2,126,433,182	42,529	2,124,634,633	42,493
Add Equity Shares allotted on conversion of Foreign Currency Convertible Bonds	-	-	1,798,549	36
Equity Shares at the end of the year	2,126,433,182	42,529	2,126,433,182	42,529

2.3 Terms / Rights

The Company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Each share is entitled to equal dividend declared by the Company and approved by the Share holders of the Company.

In the event of liquidation, each share carry equal rights and will be entitled to receive equal amount per share out of the remaining amount available with the Company after making preferencial payments.

2.4 Details of Shareholder holding more than 5% Shares:

	As At 31.03.2012		**As At 31.03.2011**	
Name of Shareholder	**Number**	**% holding**	**Number**	**% holding**
Jaypee Infra Ventures [a Private Company with unlimited liability]	717,656,303	33.75	716,588,303	33.70
Life Insurance Corporation of India & Mutual Funds	109,239,797	5.14	109,239,797	5.14

CONSOLIDATED NOTE No. "3" RESERVES AND SURPLUS			As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS
General Reserve					
As per last Balance Sheet		198,668		170,841	
Add :Transfer from Statement of Profit & Loss/Debenture Redemption Reserve		10,264		27,800	
Add :Adjustment		61		27	
			208,993		198,668
Debenture Redemption Reserve					
As per last Balance Sheet		161,825		97,802	
Add :Transfer from Statement of Profit & Loss		66,525		76,523	
Less :Transfer to General Reserve		-		12,500	
			228,350		161,825
Security Premium Redemption Reserve					
Transfer from Security Premium Reserve			2,850		-
Revaluation Reserve					
As per last Balance Sheet		20,254		30,390	
Less:Revaluation Reserve on Lease-hold Land Reversed		-		9,835	
Less:Depreciation and Amortisation adjusted on Revalued Assets		201		301	
			20,053		20,254
ecurities Premium Reserve					
As per last Balance Sheet		356,256		243,476	
Add: Premium on issue of shares		43,469		148,707	
Add : On conversion of Foreign Currency Convertible Bonds into Shares		-		1,304	
Less: Preference share issue expenses		1,919		-	
Less: Pre IPO Expenses		-		8,661	
Less: Premium Payable on Redemption of Debentures		23,567		28,570	
Less: Transfer to Security Premium Redemption Reserve		2,850		-	
			371,389		356,256
eserve for Premium on Foreign Currency Convertible Bonds					
As per last Balance Sheet		53,503		36,303	
Add : Provided for the year		28,670		17,200	
Less: Amount Paid on Redemption		228	81,945	-	53,503
Capital Reserve					
As per last Balance Sheet		96,076		32,736	
Add :Addition during the year		3,207	99,283	63,340	96,076
Capital Reserve on Consolidation					
As per last Balance Sheet		48,305		64,663	
Less : Goodwill arising on consolidation adjusted		-		16,358	
Less : Adjustments during the year		404	47,901	-	48,305
Capital Redemption Reserve					
As per last Balance Sheet			113		113
Share Forfeited Reserve					
As per last Balance Sheet			1		1
Surplus - Balance in Statement of Profit and Loss					
As per last Balance Sheet		240,592		166,200	
Opening Balances of New Subsidiaries/Joint Ventures Consolidated		(61)		-	
Profit for the year		63,292		179,282	
		303,823		345,482	
Add :Tax on Proposed Final Dividend Reversed		937		-	
Add :Final Dividend Transferred from Trusts		757		1,022	
Add : MAT credit for earlier years		23,201		-	
Add :Minority Share holders Interest for Appropriation		31,412		26,536	
Less:Appropriations					
Transferred to Reserve for Redemption Premium on Foreign Currency Convertible Bonds	28,670			17,200	
Transferred to Debenture Redemption Reserve	66,525			76,523	
Provision for Premium on Redemption of Debentures	23,505			-	
Deffered Tax Liability of earlier Years	6,216			-	
Transferred to General Reserve	10,264			15,300	
Dividend Paid pertaining to Previous Year	-	135,180		11	
Less:Dividend					
Interim Dividend	1,170			10,260	
Interim Dividend transferred from Trusts	-			(757)	
Tax on Interim Dividend	1,127			1,730	
Proposed Final Dividend	11,803			9,675	
Tax on Proposed Final Dividend	2,851	16,951	207,999	2,506	240,592
			1,268,877		1,175,593
Less:Minority Share holders interest in Reserve and Surplus			163,603		140,211
			1,105,274		**1,035,382**

CONSOLIDATED NOTE No. "4" DEFERRED REVENUE	As At 31.03.2012 ₹ LAKHS	As At 31.03.2011 ₹ LAKHS
Advance against depreciation for the year		
As Per last Balance Sheet	31,302	23,397
Add :Addition during the year	7,904	7,905
	39,206	**31,302**

CONSOLIDATED NOTE No. "5" LONG-TERM BORROWINGS	As At 31.03.2012 Current	As At 31.03.2012 Non-Current	As At 31.03.2011 Current	As At 31.03.2011 Non-Current
[I] SECURED LOANS				
A. **NON-CONVERTIBLE DEBENTURES**	209,498	579,259	39,000	776,757
B. **TERM LOANS**				
(i) From Financial Institutions				
(a) In Rupees	5,493	299,373	8,600	256,122
(b) In Foreign Currency	395	7,905	1,482	7,129
(ii) From Banks				
(a) In Rupees	184,518	2,977,131	153,119	2,177,941
(b) In Foreign Currency	3,580	17,650	5,107	16,981
(iii) From Others	8,388	39,113	2,200	26,200
C. **Deferred Payment Liabilities**				
Foreign Currency - Buyer's Credit	1,744	3,870	1,609	4,803
D. **Loan from State Government [Interest Free]**	-	24,494	-	17,956
E. **ADVANCE FROM CLIENTS**				
From Government Departments, Public Sector Undertakings & Others - Secured against Hypothecation of construction material and plant & machinery				
(i) Interest Bearing	-	606	-	606
Total =====> "I"	**413,616**	**3,949,401**	**211,117**	**3,284,495**
[II] UNSECURED LOANS				
A. Convertible Debentures	-	10,000	-	-
B. Foreign Currency Convertible Bonds	182,837	102,600	-	250,502
C. Foreign Currency Loans from Banks [ECB]				
(i) ECB [USD]	39,297	43,707	33,819	71,542
(ii) ECB [GBP]	4,252	21,260	-	22,348
(iii) ECB [CAD]	4,392	21,961	-	23,085
D. Loans from Banks	3,396	55,376	-	45,824
E. Fixed Deposits Scheme	112,323	106,659	50,589	131,431
F. Others [including Deferred Payment for Land]	20,271	80,308	13,774	93,469
Total =====> "II"	**366,768**	**441,871**	**98,182**	**638,201**

CONSOLIDATED NOTE No. "6" DEFERRED TAX LIABILITIES [NET]		As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS
Deferred Tax Liabilities		160,242		126,724
Less:Deferred Tax Assets		19,202		5,223
[Refer Note No. " 39 "]				
		141,040		**121,501**

CONSOLIDATED NOTE No. "7"
OTHER LONG TERM LIABILITIES

Trade Payables				
Due to Micro, Small and Medium Enterprises	-		-	
Others	12,923	12,923	15,725	15,725
Interest accrued but not due on Borrowings		9,147		11,981
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)				
(a) Interest Bearing	2,467		14,756	
(b) Non Interest Bearing	17,082	19,549	4,000	18,756
Advance from Customers		145		160
Other Payables		43,790		30,374
		85,554		**76,996**

CONSOLIDATED NOTE No. "8"
LONG-TERM PROVISIONS

Provision for Premium on Redemption of Debentures	44,348	28,570
Provisions for Employee Benefits		
For Gratuity	758	315
For Leave Encashment	4,543	3,872
	49,649	**32,757**

CONSOLIDATED NOTE No. "9"
SHORT TERM BORROWINGS

[I] SECURED LOANS				
A. Term Loans:				
(i) From Banks	5,660		5,042	
(ii) From Others	470	6,130	-	5,042
B. Working Capital Loans				
From Banks		28,415		29,166
[II] UNSECURED LOANS				
A. Loans from Banks	44,111		23,692	
B. Bills Discounting	65,906		34,857	
C. Commercial Papers	-		100,000	
D. Fixed Deposits Scheme	1,206		1,608	
		111,223		160,157
		145,768		**194,365**

"9.1" Maximum balance of Commercial Papers ouststanding during the year ₹ 100000 Lakhs [Previous Year ₹ 150000 Lakhs].

CONSOLIDATED NOTE No. "10" TRADE PAYABLES		As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS
Due to Micro, Small and Medium Enterprises		-		-
Others		384,554		216,411
		384,554		**216,411**

CONSOLIDATED NOTE No. "11" OTHER CURRENT LIABILITIES				
Current maturities of Long term Debt				
(a) Secured Loans [Refer Note No.5[I]]	413,616		211,117	
(b) Unsecured Loans [Refer Note No.5[II]]	366,768	780,384	98,182	309,299
Interest accrued but not due on Borrowings		41,358		25,243
Adjustable receipts against Contracts (Secured Partly against Bank Guarantees)				
(a) Interest Bearing	12,090		6,500	
(b) Non Interest Bearing	81	12,171	269	6,769
Advance from Customers		276,393		328,928
Investors Education & Protection Fund [Appropriate amounts shall be transferred to Investor Education & Protection Fund, if and when due] Unclaimed Dividend		1,411		1,353
Unclaimed Matured Public Deposit [including interest thereon]		1,079		860
Other Payables [including Statutory Dues, Staff Payable etc.]		88,434		48,291
		1,201,230		**720,743**

CONSOLIDATED NOTE No. "12" SHORT TERM PROVISIONS				
Provisions for Employees Benefits				
For Gratuity	176		9	
For Leave Encashment	768	944	638	647
Others				
For Provisions of Premium on Redemption of Debentures	31,294		-	
For Proposed Final Dividend	11,803		9,675	
For Tax on Proposed Final Dividend	2,851	45,948	2,506	12,181
		46,892		**12,828**

₹ LAKHS

CONSOLIDATED NOTE No."13"
FIXED ASSETS

Particulars	GROSS CARRYING VALUE				DEPRECIATION / AMORTISATION				NET CARRYING VALUE	
	As at 01.04.2011	Addition during the year	Sale/Transfer/ Discard/ Adjustment during the year	As at 31.03.2012	Upto 31.03.2011	For The year	Sale/Adjust-ment	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
[A] TANGIBLE ASSETS										
01 Land										
(a) Leasehold Land	**121,312**	5,883	1,073	**126,122**	723	209	-	932	**125,190**	120,589
(b) Freehold Land	**51,678**	2,612	-	**54,290**	-	-	-	-	**54,290**	51,678
02 Building	**244,186**	107,793	36	**351,943**	16,619	7,656	4	24,271	**327,672**	227,567
03 Purely Temporary Erections	**6,633**	1,672	-	**8,305**	6,633	836	-	7,469	**836**	-
04 Railway siding	**14,377**	3,191	-	**17,568**	2,491	750	-	3,241	**14,327**	11,886
05 Plant & Equipments	**1,345,718**	909,982	4,003	**2,251,697**	272,517	82,622	901	354,238	**1,897,459**	1,073,201
06. Captive Thermal Power Plant	**114,008**	26,609	-	**140,617**	20,526	6,718	-	27,244	**113,373**	93,482
07 Wind Turbine Generators	**26,713**	1,038	-	**27,751**	4,905	1,413	-	6,318	**21,433**	21,808
08 Golf Course & Race Track	**3,710**	58,491	-	**62,201**	1,553	1,565	-	3,118	**59,083**	2,157
09 Miscellaneous Fixed Assets (Hotel)	**3,915**	261	40	**4,136**	1,745	183	21	1,907	**2,229**	2,170
10 Vehicles	**14,990**	2,555	296	**17,249**	6,244	1,188	215	7,217	**10,032**	8,746
11 Furniture & Fixtures	**8,845**	1,873	102	**10,616**	4,097	651	102	4,646	**5,970**	4,748
12 Office Equipments	**16,898**	8,645	71	**25,472**	6,214	1,995	56	8,153	**17,319**	10,684
13 Ships: Boat	**37**	1	-	**38**	3	1	-	4	**34**	34
14 Aeroplane /Helicopter	**13,423**	-	-	**13,423**	2,479	752	-	3,231	**10,192**	10,944
TOTAL TANGIBLE ASSETS	**1,986,443**	**1,130,606**	**5,621**	**3,111,428**	**346,749**	**106,539**	**1,299**	**451,989**	**2,659,439**	**1,639,694**
[B] INTANGIBLE ASSETS										
01 Computer Software	**2,287**	1,644	-	**3,931**	719	603	-	1,322	**2,609**	1,568
02 Mining Rights	**-**	810	-	**810**	-	-	-	-	**810**	-
03 Deferred Revenue Expenditure	**4,800**	-	-	**4,800**	1,861	270	-	2,131	**2,669**	2,939
04 Fees Paid to Franchiser	**22**	-	-	**22**	20	1	-	21	**1**	2
TOTAL INTANGIBLE ASSETS	**7,109**	**2,454**	**-**	**9,563**	**2,600**	**874**	**-**	**3,474**	**6,089**	**4,509**
GRAND TOTAL	**1,993,552**	**1,133,060**	**5,621**	**3,120,991**	**349,349**	**107,413**	**1,299**	**455,463**	**2,665,528**	**1,644,203**
PREVIOUS YEAR	**1,848,684**	**271,336**	**126,468**	**1,993,552**	**284,687**	**76,296**	**11,634**	**349,349**	**1,644,203**	**1,563,997**
CAPITAL WORK IN PROGRESS [Expenditure During Construction Period]									**2,605,457**	**2,239,500**

Note:

01 Depreciation for the year, includes ₹ 12341 Lakhs [Previous Year ₹ 11456 Lakhs] on assets used for Projects under implementation and shown in Note No."34" Expenditure During Construction Period.

02 Sale/Transfer/Disposal for the year include ₹ Nil Lakhs [Previous Year ₹ 2850 Lakhs] transferrred to Projects Under Development as shown under Note No.33 and also includes ₹ Nil Lakhs [Previous Year ₹ 9835 Lakhs being reversal of Revaluation Reserve on the Land transferred to Project Under Development].

03 Capital Work-in-progress of ₹ 2605457 Lakhs [Previous Year ₹ 2239500 Lakhs] is after transfer of ₹ Nil Lakhs [Previous Year ₹ 11335 Lakhs] to Projects Under Development as shown under Note No.33.

CONSOLIDATED NOTE No. "14"
NON-CURRENT INVESTMENTS

			As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS	
(A) Investments in Subsidiaries						
IN EQUITY SHARES - Unquoted, fully paid-up						
	Nil (6,765,000)	Equity Shares of Jaypee Fertilizers & Industries Limited of ₹ 10/- each	-		677	
				-		677
(B) Investment in Associate Companies						
IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	Nil (10,500,000)	Equity Shares of Madhya Pradesh Jaypee Minerals Limited of ₹ 10/- each	-		993	
(ii)	10,000 (10,000)	Equity Shares of Jaiprakash Kashmir Energy Limited of ₹ 10/- each	1		1	
(iii)	736,620 (736,620)	Equity Shares of RPJ Minerals Private Limited of ₹ 10/- each	32		36	
(iv)	23,575 (23,575)	Equity Shares of Sonebhadra Minerals Private Limited of ₹ 10/- each	16		16	
(v)	50,000 (50,000)	Equity Shares of Indesign Enterprises Private Limited, Cyprus Cyprus Pound 1/- each	72		72	
(vi)	Nil (490,000)	Equity Shares of MP Jaypee Coal Fields Limited of ₹ 10/- each	-		45	
(vii)	Nil (4,900,000)	Equity Shares of MP Jaypee Coal Limited of ₹ 10/- each	-		490	
				121		1,653
(C) Investment in Joint Venture Company						
IN PREFERENCE SHARE- Unquoted, fully paid-up						
	1,901,050	Preference Shares of Jaypee Uttar Bharat Vikas Private Limited of ₹ 10/- each		19,011		-
(D) Other Investments						
(a) IN EQUITY SHARES - Quoted, fully paid-up						
(i)	15,350 (15,350)	Equity shares of Capital Trust Limited of ₹ 10/- each	2		2	
(ii)	100 (100)	Equity Shares of IFCI Limited of ₹ 10/- each [₹ 3500/-]	-		-	
(iii)	721,600 (721,600)	Equity Shares of Indian Overseas Bank Limited of ₹ 10/- each	72		72	
(iv)	868,000 (868,000)	8,68,000 Equity Shares of Sumeru Industries Limited of ₹ 1/- each	6		6	
(v)	20,000 (20,000)	20,000 Equity Shares of Saket Projects Limited of ₹ 10/- each	2		2	
(vi)	165,900 (165,900)	1,65,900 Equity Shares of PNB Gilts Limited of ₹ 10/- each	50		50	
(vii)	25,000 (25,000)	25,000 Equity Shares of Tourism Finance Corporation of India Limited of ₹ 10/- each	5		5	
				137		137
(b) IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	5 (5)	Equity Shares of Makers Chamber VI Premises Co-operative Society Limited, Bombay of ₹ 50/- each [₹ 250/-]	-		-	
(ii)	2,035,000 (2,035,000)	Equity Shares of Delhi Gurgaon Super Connectivity Limited of ₹ 10/- each	204		204	
(iii)	840,000 (840,000)	Equity Shares of U.P. Asbestos Limited of ₹ 10/- each [₹ 1/-]	-		-	
(iv)	5 (5)	Equity Shares of Sanukt Members Association of ₹ 100/- each [₹ 500/-]	-	204	-	204
(E) BULLION						
		Gold [27 Kgs]		260		260
(F) INTEREST IN BENEFICIARY TRUSTS						
(i)		JHL Trust	4,603		4,603	
(ii)		JCL Trust	33,105		33,105	
(iii)		GACL Trust	19,606		19,606	
(iv)		JEL Trust	3,085		3,085	
(v)		JPVL Trust	198,594	258,993	198,594	258,993
(G) SHARE APPLICATION MONEY						
(i)		Jaypee Fertilizers and Industries Limited [Subsidiary Company]	-		10	
(ii)		Madhya Pradesh Jaypee Minerals Limited [Associate Company]	7,500		5,511	
(iii)		Jaiprakash Kashmir Energy Limited [Associate Company]	101		101	
(iv)		RPJ Minerals Private Limited [Associate Company]	50		50	
(v)		Others	3,042	10,693	-	5,672
				289,419		**267,596**

"14.1"	Aggregate cost of:				
	Quoted Investments [Market Value ₹ 739 Lakhs [Previous Year ₹ 1094 Lakhs]		137		137
	Unquoted Investments in Shares & Bullion		19,596		2,794

"14.2" The Trusts mentioned in Sl. No.(F)(i) to (iv) are holding 18,93,16,882 Equity Shares [Previous Year 18,93,16,882] of ₹ 2/- of Jaiprakash Associates Limited,, the sole beneficiary of which is the Company. [The Market Value of Shares held in these Trusts is ₹ 154672 Lakhs (Previous Year ₹ 175686 Lakhs)] and Trust at F(v) is holding 34,40,76,923 Equity Shares of Jaiprakash Power Ventures Limited, the sole beneficiary of which is Jaiprakash Power Ventures Limited [subsidiary of the Company] [Market Value ₹ 140211 Lakhs].

"14.3" All Investments are Non-trade Investments.

"14.4" Since the Market Rate of Saket Project Limited was not available in any of the Stock Exchanges, Market Value has been considered equivalent to Face Value.

CONSOLIDATED NOTE No. "15"
LONG-TERM LOANS AND ADVANCES
[Unsecured, considered good]

Capital Advance		210,499		268,658
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	35,454		34,959	
(b) Others	2,531	37,985	1,164	36,123
Loans and Advances to Related Parties:		6,390		-
Advances to Suppliers, Contractors, Sub-contractors & Others		44,934		34,434
Advances for Land		22,762		21,741
Claims and Refund Receivable		25,441		15,126
Prepaid Expenses		6,935		317
Advance Income Tax and Tax Deducted at Source [Net of Provision]		14,048		19,061
		368,994		**395,460**

CONSOLIDATED NOTE No. "16"
OTHER NON-CURRENT ASSETS
[Unsecured, considered good]

Long Term Trade Receivables				
(a) Considered good		160,371		155,894
(b) Doubtful				
From Overseas Works	10,163		10,163	
Less:Provision for writting off	10,163	-	10,163	-
Interest accrued on Fixed Deposits & Others		2,797		1,675
		163,168		**157,569**

CONSOLIDATED NOTE No. "17"
CURRENT INVESTMENTS

(a) In Units of Exchange Traded Funds, Quoted [Market Value ₹ 23,701 Lakhs (Previous Year ₹ 23,405 Lakhs)]	22,928	21,408
(b) In Units of Mutual Funds, Unquoted	10,769	22,108
	33,697	**43,516**

17.1 Particulars of Investments in Units of Exchange Traded Funds [ETF] and Mutual Funds as on date of Balance Sheet:

	Name of Mutual Fund/ ETF	Units	2011-12 ₹ LAKHS	Units	2010-11 ₹ LAKHS
[I]	Investment in Units of Exchange Traded Funds				
[a]	UTI Mutual Fund Gold Exchange Traded Fund	-	-	445,081	8,119
[b]	Gold Benchmark Exchange Traded Scheme	728,900	18,940	616,112	11,392
[c]	NSEL - E - Silver	69,983	3,988	34,800	1,897
	Total [I]		22,928		21,408
[II]	Investment in Units of Mutual Funds				
[a]	Birla Sunlife MIP-II - Savings 5 Growth Plan	-	-	4,636,642	750
[b]	Templeton India Short Term Income Retail Growth Plan	-	-	53,557	1,000
[c]	Reliance Monthly Income Growth Plan	-	-	22,577,075	4,750
[d]	HDFC MF Monthly Income Plan - Long Term Growth	-	-	13,580,438	3,000
[e]	Templeton India Short Term Income Retail Growth Plan	25,983	520	-	-
[f]	HDFC Top 200 Fund - Growth	-	-	115,010	200
[g]	Reliance Regular Savings Fund Debt Plan - Institutional	-	-	2,338,817	300
[h]	Templeton India Short Term Income Retail Plan - Monthly Dividend	-	-	44,988	508
[i]	FT India Dynamic PE Ration Fund of Funds - Growth	1,261,006	500	3,775,988	1,500
[j]	Canara Robeco Indigo Fund	960,384	100	960,384	100
[k]	HDFC Prudence Fund [Dividend Scheme]	698,274	200	-	-
[l]	ICICI Prudential Balanced Fund [Dividend Scheme]	1,193,319	200	-	-
[m]	HDFC Balanced Fund [Dividend Scheme]	1,011,941	200	-	-
[n]	Axis Hybrid fund-series 2- Growth Plan	1,000,000	100	-	-
[o]	SBI Gold Fund- Growth	2,000,000	200	-	-
[p]	Axis Capital Protection Oriented Fund -Series 2 [Growth]	999,990	100	-	-
[q]	SBI Dynamic Bond Fund -Growth	776,862	100	-	-
[r]	Kotak Quarterly Interval Plan Series 5 Dividend	-	-	25,000,000	2,500
[s]	SBI MF Debt Fund Series - 180 days 14 Dividend	-	-	10,000,000	1,000
[t]	Tata Fixed Maturity Plan - Series 30 Scheme A Growth	-	-	10,000,000	1,000
[u]	Kotak 368 Days FMP Series 33 - Growth	-	-	5,000,000	500
[v]	DSP Black Rock FMP - 12 M Series 13 Growth	-	-	10,000,000	1,000
[w]	SBI Debt Fund Series - 370 Days 9 Growth	-	-	15,000,000	1,500
[x]	Birla Sun Life Fixed Term Plan Series CO - Growth	-	-	5,000,000	500
[y]	Kotak FMP Series 34 - Growth	-	-	5,000,000	500
[z]	IDFC Fixed Maturity Yearly Series - 38 Growth	-	-	5,000,000	500
[aa]	IDBI FMP 367 Days Series - Feb 11 A Growth	-	-	5,000,000	500
[ab]	Reliance Fixed Horizon Fund - XIX Series 8 Growth Plan	-	-	5,000,000	500
[ac]	Tempeton India Treasury Management Account -Super Inst. Plan -Growth	192,385	3,000	-	-
[ad]	Kotak Liquid (Institutional Premium) - Growth	26,072,922	5,549	-	-
	Total [II]		10,769		22,108
	Gr. Total [I] + [II]		**33,697**		**43,516**

CONSOLIDATED NOTE No. "18"
INVENTORIES (As per inventories taken valued and certified by the Management)

		As At 31.03.2012 ₹ LAKHS	As At 31.03.2011 ₹ LAKHS
(a)	Stores and Spare Parts	81,623	59,879
(b)	Construction & Other Materials	50,501	41,080
(c)	Raw Materials - Cement Division	4,452	3,727
(d)	Raw Materials - Asbestos Sheets	1,962	699
(e)	Finished Goods- Cement Division	22,202	20,630
(f)	Finished Goods- Asbestos Sheets	700	656
(g)	Stock in Process - Cement Division	19,172	31,758
(h)	Stock in Process - Asbestos Sheets	579	321
(i)	Work-in-Progress - Construction Division	10,264	6,753
(j)	Food and Beverages	294	195
(k)	Goods in Transit	2,997	1,197
		194,746	**166,895**

CONSOLIDATED NOTE No. "19"

	As At 31.03.2012 ₹ LAKHS	As At 31.03.2011 ₹ LAKHS
PROJECTS UNDER DEVELOPMENT [Refer Note No "33"]	632,978	543,051
	632,978	**543,051**

CONSOLIDATED NOTE No. "20"
TRADE RECEIVABLES
(Unsecured, considered good)

			As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS
(a)	Debts outstanding for a period exceeding six months				
	(i) Considered good	71,137		70,692	
	(ii) Considered Doubtful	142		142	
	Less:Provision for Bad & Doubtful Debts	(142)	71,137	(142)	70,692
(b)	Other Debts		126,647		44,972
			197,784		**115,664**

CONSOLIDATED NOTE No. "21"
CASH AND CASH EQUIVALENTS

			As At 31.03.2012 ₹ LAKHS		As At 31.03.2011 ₹ LAKHS
(a)	Cash in hand		881		767
(b)	Cheques & Drafts in hand		6,031		3,636
(c)	Balances with Scheduled Banks				
	(i) In Current & Cash Credit Account	106,985		159,444	
	(ii) In Fixed Deposits Account with Banks & Others				
	Non-current	9,725		18,056	
	Current	149,327		441,792	
	(iii) Balance in Dividend Account	1,411		1,353	
	(iv) Balance in Trust & Retention Account				
	In Current Account	11,516		32,049	
	In Fixed Deposits Account [Current]	-	278,964	24,642	677,336
(d)	Balance with Non-Scheduled (Foreign) Banks				
	In Current Account		183		121
			286,059		**681,860**

"21.1" Fixed Deposit of ₹ 10933 Lakhs [Previous Year ₹ 10864 Lakhs) pledged as Margin Money with Banks and Others.

"21.2" Cash in hand and Balances with Non Scheduled Banks in Foreign Currency includes Iraqi Dinars 27,377 Million equivalent to ₹ 10 Lakhs which are not available for use by the Company.

"21.3" Fixed Deposit with Banks include ₹ 13141 Lakhs [Previous Year ₹ 17772 Lakhs] with maturity of more than 12 months.

CONSOLIDATED NOTE No. "22"
SHORT TERM LOANS AND ADVANCES
[Unsecured, considered good]

		As At 31.03.2012		As At 31.03.2011
Loans and Advances to Related Parties:		5,503		3,345
Advances to Suppliers, Contractors, Sub-contractors & Others		107,548		95,456
Advance for Land		41,065		41,927
Staff Imprest and Advances		1,361		961
Claims and Refunds Receivable		63,756		62,159
Mat Credit Entitlement		32,466		-
Prepaid Expenses		11,844		19,085
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	21,144		10,049	
(b) Others	146,257		149,070	
		167,401		159,119
		430,944		**382,052**

CONSOLIDATED NOTE No. "23"
OTHER CURRENT ASSETS
[Unsecured, considered good]

	As At 31.03.2012	As At 31.03.2011
Interest accrued on Fixed Deposits & Others	4,450	6,880
	4,450	**6,880**

CONSOLIDATED NOTE No."24"
REVENUE FROM OPERATIONS

		2011-12 ₹ LAKHS	2010-11 ₹ LAKHS
Sale of Products	[Refer Note No. "24.1"]	684,244	510,112
Sale of Services	[Refer Note No. "24.2"]	793,079	615,822
Other Operating Revenue	[Refer Note No. "24.3"]	10,027	11,557
		1,487,350	**1,137,491**

CONSOLIDATED NOTE No."24.1"
SALE OF PRODUCTS

Cement Sales [Gross] [including Clinker Sales]	749,525		562,133	
Less:Excise Duty on Sales	76,574	672,951	60,262	501,871
Asbestos Sheets & Other Sales [Gross]	12,441		9,078	
Less:Excise Duty on Sales	1,148	11,293	837	8,241
		684,244		**510,112**

CONSOLIDATED NOTE No."24.2"
SALE OF SERVICES

Construction Revenue	95,425	85,015
Real Estate Revenue	495,466	427,658
Sports Events	13,615	-
Hotel/Hospitality Revenue	18,875	17,629
Power Revenue	165,711	81,699
Sale of VER's	3,987	3,821
	793,079	**615,822**

CONSOLIDATED NOTE No."24.3"
OTHER OPERATING REVENUE

Rent	299	262
Machinery Rentals/Transportation Receipts	69	164
Foreign Currency Rate Difference [Net] - Other than Finance Costs	437	127
Miscellaneous	9,222	11,004
	10,027	**11,557**

CONSOLIDATED NOTE No."25"
OTHER INCOME

Dividends from Non Trade Investments	38	72
Dividends from Trade Investments [Mutual Funds] [Current Investments]	607	1,489
Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds	7,925	180
Interest	16,129	23,749
	24,699	**25,490**

CONSOLIDATED NOTE No."26"
COST OF MATERIALS CONSUMED

Raw Materials Consumed - Cement Division	85,473	59,570
Raw Materials Consumed - Asbestos Sheets	5,095	3,533
Excise Duty on Clinkers	6,982	6,267
Consumption of Food & Beverages etc.	2,106	1,833
Materials Consumed - Others	9,019	3,373
Machinery Spares Consumed	1,672	733
Stores and Spares Consumed	22,977	16,828
Coal Consumed	133,699	91,612
Packing Materials Consumed	28,209	20,685
	295,232	204,434
Less:Attributable to Self Consumption	48,651	23,129
Less:Clinker Transferred for Trial Run	895	-
	245,686	**181,305**

		2011-12 ₹ LAKHS		2010-11 ₹ LAKHS
CONSOLIDATED NOTE No."27"				
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS				
OPENING STOCKS				
Finished Goods	21,286		14,123	
Stocks of new subsidiary	-		361	
Stock-in-Process	32,079	53,365	10,118	24,602
LESS:CLOSING STOCKS				
Finished Goods	22,902		21,286	
Stock-in-Process	19,751	42,653	32,079	53,365
WORK-IN-PROGRESS - Construction Division & Others				
Opening Work-in-Progress	6,753		6,027	
Less:Closing Stock in Process [Others]	1,127		-	
Less:Closing Work-in-Progress	10,264	(4,638)	6,753	(726)
Excise Duty Difference on Changes in Closing Stocks		(2,710)		3,836
		3,364		**(25,653)**

CONSOLIDATED NOTE No."28"
MANUFACTURING, CONSTRUCTION, REAL ESTATE, INFRASTRUCTURE
HOTEL / HOSPITALITY / EVENT & POWER EXPENSES

	2011-12 ₹ LAKHS	2010-11 ₹ LAKHS
Construction Expenses	12,959	12,675
Real Estate / Infrastructure Expenses	213,220	152,405
Event Expenses	31,921	-
Hotel & Golf Course Operating Expenses	2,665	3,507
Hire Charges & Lease Rentals of Machinery	356	380
Power, Electricity & Water Charges	88,108	72,639
Repairs & Maintenance of Machinery	7,182	5,205
Repairs to Building and Camps	4,913	4,518
Operation & Maintenace Expenses	1,905	158
Freight, Octroi & Transportation Charges	49,104	38,248
	412,333	289,735
Less:Attributable to Self Consumption	15,721	15,240
	396,612	**274,495**

CONSOLIDATED NOTE No."29"
EMPLOYEE BENEFITS EXPENSES

	2011-12 ₹ LAKHS	2010-11 ₹ LAKHS
Salaries, Wages & Bonus	59,209	46,126
Gratuity	725	1,063
Contribution to Provident & Other Funds	2,609	2,169
Staff Welfare	3,458	3,135
	66,001	**52,493**

CONSOLIDATED NOTE No."30" FINANCE COSTS		2011-12 ₹ LAKHS		2010-11 ₹ LAKHS
Interest on Term Loans		193,923		120,707
Interest on Debentures		51,048		31,584
Interest on Bank Borrowing and Others		33,813		35,178
Financing Charges		34,071		10,481
Foreign Currency Rate Difference [Net] - On Financing		559		-
		313,414		**197,950**

NOTE No."31"
DEPRECIATION AND AMORTISATION EXPENSE

Depreciation	94,899		64,585	
Amortisation	457	95,356	489	65,074
Less:Revaluation Reserve		201		301
		95,155		**64,773**

CONSOLIDATED NOTE No."32"
OTHER EXPENSES

Loading, Transportation & Other Charges		135,080		81,928
Commission & Discount on Sales		28,122		21,132
Sales Promotion		10,114		8,671
Rent		2,362		1,619
Rates & Taxes		5,246		4,896
Insurance		4,419		3,715
Travelling & Conveyance		3,732		4,105
Bank Charges & Guarantee Commission		5,757		4,352
Loss on Sale / Disposal / Discard / Write-off of Assets (Net)		102		179
Postage, Telephone & Telex		1,135		920
Light Vehicles Running & Maintenance		1,443		1,231
Legal & Professional		10,641		8,007
Charity & Donation		5,564		5,004
Security & Medical Service		6,184		5,234
Provision for Bad and Doubtful Debts		2		4
Directors' Fees		36		42
Miscellaneous Expenses		9,055		7,531
Auditors' Remuneration:				
Audit Fees	119		97	
Tax Audit Fees	13		13	
Other Services	3		3	
To Partners in other capacity:				
For Taxation matters [Previous Year ₹ 12,000/-]	5		-	
For Management Services	1		1	
Reimbursement of Expenses	8	149	9	123
Preliminary, Share & Debenture Issue & Other carry forward expenses written off		70		12
		229,213		**158,705**

CONSOLIDATED NOTE No."33"
PROJECTS UNDER DEVELOPMENT

	2011-12 ₹ LAKHS	2010-11 ₹ LAKHS
Opening Balance	543,051	380,696
Expenses On Development during the year		
Transfer from Fixed Assets [Leasehold Land]	-	2,850
Transfer from Capital Work-in-Progress	-	11,335
Paid for Land	29,133	105,351
Construction Expenses	203,444	149,321
Technical Consultancy	2,930	2,744
Power, Electricity and Water Charges	446	-
Personnel Expenses	7,694	4,415
Sales and Promotional Expenses	19,955	14,661
Other Expenses	5,990	2,109
Finance Costs	42,063	31,485
	854,706	704,967
Less:Cost of Infrastructure & Construction of Properties Developed and under Development	221,728	161,916
Balance carried to Note No."19"	**632,978**	**543,051**

CONSOLIDATED NOTE No."34"
EXPENDITURE DURING CONSTRUCTION PERIOD

	2011-12	2011-12 ₹ LAKHS	2010-11	2010-11 ₹ LAKHS
Opening Balance		542,139		320,734
Add : Opening Balances of New Subsidiaries / Associates / Joint Ventures		1,644		-
		543,783		320,734
Electricity, Power and Fuel		4,037		2,735
Salary , Wages & Staff Welfare		26,863		23,691
Site / Quarry Development, Compensation & Survey Expenses		23,792		2,924
Repair and Maintenance		3,194		2,832
Consultancy,Legal and Professional		9,462		7,624
Insurance		2,232		2,280
License,Application Fee, Rent, Rates and Taxes		724		460
Safety & Security		2,903		2,801
LC Commission,Bank Charges and Bank Guarantee Commission		3,191		3,530
Freight and Material Handling		3,273		3,496
Environmental, Ecology,		234		1,168
Light Vehicle running & Maintenance		2,264		1,008
Travelling and Conveyance		2,167		1,958
Vehicle/ Machinery Hire Charges and Lease Rent		1,484		2,357
Directors' Sitting Fees		5		15
Miscellaneous		5,202		6,350
Advertisement /Business Promotion Expenses		1,350		3,556
Foreign Exchange Fluctuations		77,432		7,496
Interest and Financial Charges		204,123		204,434
Audit Fees		26		46
Depreciation		12,341		11,456
		930,082		612,951
Less:				
Interest Received	4,069		8,472	
Miscellaneous Receipt	1,182		1,038	
	5,251		9,510	
Less: Provision for Taxation	1	5,250	171	9,339
		924,832		603,612
Less:Capitalised/ Transferred / Adjustment During the Year		276,271		61,473
Carried over to Balance Sheet [included in Capital Work-in-Progress]		**648,561**		**542,139**

NOTES TO THE FINANCIAL STATEMENTS

CONSOLIDATED NOTE No."35"

Subsidiaries

[a] The Consolidated Financial Statements present the Consolidated Accounts of Jaiprakash Associates Limited with its following Subsidiaries, Joint Venture Subsidiaries and Joint Ventures :

Name of Companies		Country of Incorporation	Proportion of Effective Ownership Interest as at 31st March, 2012
Subsidiaries and Joint Venture Subsidiaries			
[a]	Jaiprakash Power Ventures Limited [JPVL]	India	67.93%
[b]	Jaypee Ganga Infrastructure Corporation Limited[JGICL]	India	100%
[c]	Bhilai Jaypee Cement Limited [BJCL]	India	74%
[d]	Jaypee Infratech Limited [JIL]	India	83.16%
[e]	Gujarat Jaypee Cement and Infrastructure Limited [GJCIL]	India	74%
[f]	Himalyan Expressway Limited [HEL]	India	100%
[g]	Jaypee Sports International Limited [JPSI]	India	90.81%
[h]	Bokaro Jaypee Cement Limited[BoJCL]	India	74%
[i]	Jaypee Assam Cement Limited[JAVL]	India	100%
[j]	Himalyaputra Aviation Limited[HAL]	India	100%
[k]	Jaypee Power Grid Limited [JPPGL] (Subsidiary of JPVL)	India	74%
[l]	Jaypee Arunachal Power Limited (Joint Venture Subsidiary of JPVL)	India	100%
[m]	Sangam Power Generation Company Limited (Subsidiary of JPVL)	India	100%
[n]	Prayagraj Power Generation Company Limited (Subsidiary of JPVL)	India	100%
[o]	Jaypee Meghalaya Power Limited (Subsidiary of JPVL)	India	100%
[p]	Jaypee Agra Vikas Limited	India	100%
[q]	Jaypee Cement Corporation Limited	India	100%
[r]	Jaypee Fertilizers & Industries Limited	India	100%
Joint Venture Companies			
[s]	MP Jaypee Coal Limited	India	49%
[t]	MP Jaypee Coal Field Limited	India	49%
[u]	Madhya Pradesh Jaypee Minerals Limited	India	49%
[v]	Jaypee Uttar Bharat Vikas Private Limited (Joint Venture of Jaypee Fertilizers & Industries Limited)	India	50%
[w]	Kanpur Fertilizers & Cement Limited (Subsidiary of Jaypee Uttar Bharat Vikas Private Limited)	India	50%

Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed such Policies and Notes from the individual financial statements, which fairly present the needed disclosure.

[b] Financial Statements used in Consolidation for Bhilai Jaypee Cement Limited and Jaypee Cement Corporation Limited were for income tax purposes.

CONSOLIDATED NOTE No."36"

		As at 31.03.2012 ₹ LAKHS	As at 31.03.2011 ₹ LAKHS
	Contingent Liability not provided for in respect of :		
[a]	Claims against the Company / Disputed Liability [including Tax] not acknowledged as debts	187,731	142,424
	Amount deposited under protest	45,506	30,521
	Bank Guarantee deposited under protest (included in [b] below)	14,945	14,953
	Indemnity bond		1,638
[b]	Outstanding amount of Bank Guarantees	206,970	253,747
	Margin Money deposited against the above	2,491	1,980
[c]	Income tax matters under Appeal	4,891	2,309

CONSOLIDATED NOTE No."37"

	Commitments:		
[a]	Estimated amount of Contract remaining to be executed on capital account and not provided for (net of advances)	4,789,953	5,027,390
[b]	Outstanding Letters of Credit	131,049	139,364
	Margin Money deposited against the above	1,030	217

[c] The Company has imported Capital Goods under Export Promotion Capital Goods Scheme [EPCG], where-under the Company is required to fulfill export obligation/deemed exports amounting to ₹ 24468 Lakhs [Previous Year ₹ 24468 Lakhs] till 31.03.2015. The Liability amounting to ₹ 4826 Lakhs [Previous Year ₹ 4826 Lakhs] on account of custom duty may arise alongwith interest @15% p.a., in the event of non-fulfillment of export obligation.

CONSOLIDATED NOTE No."38"

In the opinion of Board of Directors, Assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

CONSOLIDATED NOTE No."39"

(a) The provision for taxation is the sum of provisions made for taxation in the separate accounts of the Holding and Companies Consolidated.

(b) Deferred Tax:

		As at 31.03.2012	As at 31.03.2011
(i)	Deferred Tax Liability on account of:		
	Depreciation	130,929	97,410
	Others	29,313	29,314
		160,242	**126,724**
	Deferred Tax Assets on account of:		
	Employees' Benefits	1,614	1,742
	Others	17,588	3,481
		19,202	**5,223**
	Net Deferred Tax Liability	**141,040**	**121,501**

(ii) Deferred Tax [Net] amounting to ₹ 13,199 LAKHS [Previous year ₹ 29,159 LAKHS] has been recognised in the Consolidated Statement of Profit & Loss for the year ended 31.03.2012.

CONSOLIDATED NOTE No."40"

	As at 31.03.2012	As at 31.03.2011
Capital Work-in-Progress includes Civil Works, Machinery Under Erection and in transit, Construction and Erection Materials, Pre-operative Expenses and also Expenditure related to Projects under Implementation.	2,605,457	2,239,500

CONSOLIDATED NOTE No."41"

Related Parties disclosures, as required in terms of Accounting Standard [AS 18] are given below:

[a] Associate Companies:

[i] Jaypee Infra Ventures [A Private Company with unlimited liability]
[ii] Jaypee Ventures Private Limited [merged with Jaypee Infra Ventures at SL No (i) above]
[iii] Jaypee Development Corporation Limited
[iv] Jaiprakash Kashmir Energy Limited
[v] JIL Information Technology Limited
[vi] Gaur & Nagi Limited
[vii] Indesign Enterprises Private Limited
[viii] Sonebhadra Minerals Private Limited
[ix] RPJ Minerals Private Limited
[x] Jaiprakash Agri Initiatives Company Limited
[xi] Tiger Hills Holiday Resort Private Limited
[xii] Anvi Hotels Private Limited
[xiii] Sarveshwari Stone Products Private Limited
[xiv] Rock Solid Cement Limited
[xv] Jaypee International Logistics Company Private Limited
[xvi] Jaypee Hotels Limited
[xvii] Jaypee Mining Venture Private Limited
[xviii] Ceekay Estates Private Limited
[xix] Jaiprakash Exports Private Limited
[xx] Bhumi Estate Developers Private Limited
[xxi] PAC Pharma Drugs and Chemicals Private Limited
[xxii] Jaypee Technical Consultants Private Limited
[xxiii] Jaypee Uttar Bharat Vikas Private Limited [Joint Venture] [w.e.f. 21.06.2010]
[xxiv] Kanpur Fertilizers & Cement Limited [Joint Venture] [w.e.f. 26.09.2010]
[xxv] Madhya Pradesh Jaypee Minerals Limited [w.e.f. 03.03.2011][Joint Venture]
[xxvi] MP Jaypee Coal Limited [Joint Venture]
[xxvii] MP Jaypee Coal Fields Limited [Joint Venture]
[xxviii] GM Global Mineral Mining Private Limited
[xxix] Ibonshourne Limited
[xxx] Power Grid Corporation of India Limited
[xxxi] Steel Authority of India Limited
[xxxii] Gujarat Mineral Development Corporation Limited
[xxxiii] Andhra Cements Limited
[xxxiv] ISG Traders Limited
[xxxv] Boydell Media Pvt Limited
[xxxvi] Gujarat Carbon & Industries Limited
[xxxvii] Santipara Tea Company Limited
[xxxviii] Stone Solar limited

[b] Key Management Personnel: Whole time Director
Jaiprakash Associates Limited

[i] Shri Manoj Gaur, Executive Chairman & C.E.O.
[ii] Shri Sunil Kumar Sharma, Executive Vice Chairman
[iii] Shri Sarat Kumar Jain, Vice Chairman
[iv] Shri Sunny Gaur
[v] Shri Pankaj Gaur
[vi] Shri Shyam Datt Nailwal
[vii] Shri Ranvijay Singh
[viii] Shri Ravindra Kumar Singh
[ix] Shri Rahul Kumar

Jaiprakash Power Ventures Limited

[i] Shri Suren Jain, Managing Director and CFO
[ii] Shri G.P.Gaur (w.e.f. 01.02.2011)
[iii] Shri R.K.Narang
[iv] Shri Suresh Chandra
[v] Shri J.N.Gaur (till 30.09.2010)

Jaypee Infratech Limited

[i] Shri Sameer Gaur (till 31.10.2010)
[ii] Shri Sachin Gaur
[iii] Smt Rita Dixit
[iv] Smt Rekha Dixit (w.e.f. 01.06.2010)
[v] Shri Har Prasad
[vi] Shri Om Prakash Arya (till 20.12.2010)
[vii] Shri Anand Bordia (till 31.01.2011)
[viii] Shri S.K.Dodeja (till 21.09.2010)

Jaypee Power Grid Limited

[i] Shri Rajiv Ranjan Bhardwaj, Managing Director
[ii] Shri Prabhakar Singh

Himalyan Expressway Limited

Shri K.C. Batra

Bhilai Jaypee Cement Limited

[i] Shri Sunil Joshi
[ii] Shri K. P. Sharma

Jaypee Sports International Limited

[i] Shri Sameer Gaur, Managing Director & CEO (w.e.f. 01.11.2010)
[ii] Smt Rekha Dixit (till 30.05.2010)

Prayagraj Power Generation Company Limited

[i] Shri Rakesh Sharma, Managing Director
[ii] Shri Ramesh Chandra Shrivastav (w.e.f. 12.08.2010)
[iii] Shri Arun Gupta (till 31.08.2010)

Sangam Power Generation Company Limited

[i] Shri Siddeshwar Sen (w.e.f. 01.08.2010)
[ii] Shri V.K. Agarwal (w.e.f. 15.11.2010)

[c] Relatives of Key Management Personnel, where transactions have taken place

[i] Shri Jaiprakash Gaur
[ii] Shri Nanak Chand Sharma
[iii] Shri Gyan Prakash Gaur
[iv] Shri Suresh Kumar
[v] Shri Pawan Kumar Jain
[vi] Shri Sameer Gaur
[vii] Smt Rita Dixit
[viii] Shri Sachin Gaur
[ix] Shri Raj Kumar Singh
[x] Shri Praveen Kumar Singh
[xi] Shri Naveen Kumar Singh
[xii] Smt. Manju Sharma
[xiii] Smt Neha Goyal

Transactions carried out with related parties referred to above:

₹ LAKHS

Nature of Transactions	Related Parties Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Income			
Cement Sales	499	-	-
	(126)	-	-
Real Estate Revenue	1,475	5,465	8,368
	(25,357)	-	-
Service Charges	339	-	-
	(99)	-	-
Others	149	-	-
	(43)	-	-
Expenses			
Design Engineering and Technical Consultancy	6,811	-	-
	(18,128)	-	-

₹ LAKHS

Nature of Transactions	Related Parties Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Management Fees	1,094	-	-
	(1,239)	-	-
Security & Medical Services	10,520	-	-
	(9,897)	-	-
Salaries & Other Amenities etc.	-	1,802	153
	-	(2,133)	(103)
Rent	192	-	-
	(186)	-	-
Fixed Assets & Other Materials Purchased	2,838	-	-
	(1,770)	-	-
Other Expenses	1,544	-	-
	(273)	-	-
Others			
Purchase of Shares	19,011	-	-
	(22,264)	-	-
Share Application Money [Outstanding]	7,651	-	-
	(5,662)	-	-
Outstanding			
Receivables	172,928	-	-
	(171,387)	-	-
Payables	16,207	13	2
	(4,956)	(58)	(9)

Notes:Previous Year figures are given in brackets.

CONSOLIDATED NOTE No."42"

Segment Information

Business Segment:

₹ LAKHS

	Particulars	Construction	Cement / Cement Products	Infrastructure Project	Hotel / Hospitality/Sports	Power	Real Estate	Investments	Others	Unallocated	Total
[A]	**Segment Revenue**										
	External	97,679	690,916	315,877	32,858	165,393	182,762	8,571	2,011	15,982	1,512,049
		(86,836)	(525,669)	(257,886)	(17,769)	(78,442)	(171,027)	(1,741)	(224)	(23,387)	(1,162,981)
	Inter Segment Revenue	484,819	42,367	10,264	686	107	-	-	3,199	-	541,442
		(517,909)	(42,669)	(20,527)	(334)	-	-	-	(812)	-	(582,251)
	Segment Results										
	Profit/(Loss) before Tax,	42,600	48,032	181,125	(-) 18,412	129,653	82,035	8,571	(-) 1,613	3,961	475,952
	Interest and Minority Interest	(51,318)	(79,784)	(170,357)	(1,515)	(59,168)	(90,495)	(1,741)	(-) (785)	(1,810)	(455,403)
	Less: Interest										313,414
											(197,950)
	Profit beforeTax & Exceptional Item										162,538
											(257,453)

₹ LAKHS

Particulars	Construction	Cement / Cement Products	Infrastructure Project	Hotel / Hospitality/Sports	Power	Real Estate	Investments	Others	Unallocated	Total
Profit on Sale of Equity Shares (Exceptional Item)										-
										(51,316)
Profit beforeTax, Minority Interest and Share in Associates										162,538
										(308,769)
Provision for Tax										
Current Tax										55,839
										(75,116)
Deferred Tax										13,199
										(29,159)
Excess Provision for Income Tax in Earlier Years Reversed										(-) 1,208
										(1,409)
Profit after Tax before Minority Interest and Share in Associates										94,708
										(205,903)

[B] Other Information

Segment Assets	498,096	2,071,287	1,483,365	316,063	2,320,438	479,382	323,116	108,072	307,752	7,907,571
	(418,934)	(1,785,096)	(1,168,924)	(202,955)	(1,654,691)	(449,993)	(311,112)	(30,000)	(759,749)	(6,781,454)
Segment Liabilities	136,605	217,969	166,052	37,268	117,297	130,054	-	21,160	145,444	971,849
	(86,107)	(172,200)	(195,503)	(19,823)	(55,182)	(146,392)	-	(2,322)	(165,551)	(843,080)
Total Loans										5,318,377
										(4,425,029)
Capital Expenditure during the year including Capital Work-in-Progress	14,657	314,085	241,436	116,206	685,887	931	-	54,054	1,637	1,428,893
	(19,834)	(340,062)	(278,404)	(76,921)	(554,130)	(3,500)	-	(9,112)	(10,158)	(1,292,121)
Depreciation	4,257	60,421	159	6,672	21,788	663	-	437	500	94,897
	(1,985)	(48,506)	(863)	(1,622)	(10,076)	(159)	-	(465)	(939)	(64,615)
Non Cash expenditure other than deprecation	-	848	-	21	105	5	-	-	70	1,049
	-	(738)	-	(21)	(32)	(23)	-	-	(645)	(1,459)

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisational structure as well as differential risk and returns of these segments.
[b] Business Segment has been disclosed as the primary segment.
[c] Types of Products and Services in each Business Segment:

[i]	Construction	Civil Engineering Construction/EPC Contracts
[ii]	Cement/Cement Products	Manufacture and Sale of Cement, Clinker and Cement Products
[iii]	Hotel/Hospitality/Sports	Hotels, Golf Course, Resorts, SPA and Sports
[iv]	Real Estate	Real Estate Development
[v]	Power	Generation and Sale of Power [Hydro, Wind and Thermal Power]
[vi]	Infrastructure Projects	Expressways
[vii]	Investments	Investments in Companies
[viii]	Others	Includes Heavy Engineering Works, Hitech Castings, Coal, Fertilizer, Aviation ,Waste Treatment Plant.

[d] Segment Revenues, Results, Assets and Liabilities include the amounts identifiable to each segment and amounts allocated on a reasonable basis.
[e] Segment Assets exclude Miscellaneous Expenditure & Deferred Tax Asset. Segment Liability exclude Deferred Tax Liability.

CONSOLIDATED NOTE No."43"

In accordance with the Accounting Standard [AS-20] on 'Earnings Per Share"' computation of Basic and Diluted Earnings per Share is as under:

		2011-2012 ₹ LAKHS	2010-2011 ₹ LAKHS
[a]	Net Profit for Basic Earnings Per Share as per Statement of Profit & Loss after extraordinary item	63292	179282
	Net Profit for Basic Earnings Per Share as per Statement of Profit & Loss before extraordinary item	63292	179282
	Add Adjustment for the purpose of Diluted Earnings Per Share	-	2
	Net Profit for Diluted Earnings Per Share as per Statement of Profit & Loss after extraordinary item	63292	179284
	Net Profit for Diluted Earnings Per Share as per Statement of Profit & Loss before extraordinary item	63292	179284

[b] Weighted average number of equity shares for Earnings Per Share computation:

[i]	Number of Equity Shares at the beginning of the year		2,126,433,182	2,124,634,633
[ii]	Number of Shares allotted during the year		-	1,798,549
[iii]	Weighted average shares allotted/to be allotted during the year		-	1,177,680
[iv]	Number of potential Equity Shares		86,803,954	88,443,882
[v]	Weighted average for:			
	[a] Basic Earnings Per Share		2,126,433,182	2,125,812,313
	[b] Diluted Earnings Per Share		2,213,237,136	2,214,256,195

[c] Earnings Per Share before extraordinary

[i]	Basic	₹	2.98	8.43
[ii]	Diluted	₹	2.86	8.10

[d] Earnings Per Share after extraordinary

[i]	Basic	₹	2.98	8.43
[ii]	Diluted	₹	2.86	8.10

[e] Face Value Per Share	₹	2.00	2.00

CONSOLIDATED NOTE No."44"

The Central Government in exercise of the powers conferred by sub-section 8 of section 212 of the Companies Act 1956 has directed vide Ministry of Corporate Affairs General Circular no 2/2011 dated 08th February 2011 that the provisions contained in sub-section (1) of section 212 of the Companies Act, 1956, requiring annual accounts of the Subsidiaries to be attached to the annual accounts of the Holding Company, shall not apply subject to, inter alia, Board of Directors of the Company has by Resolution given consent for not attaching the Balance Sheet of the Subsidiary Companies, presentation of Audited Consolidated Financial Statements in compliance with applicable Accounting Standards, and disclosure of following information:

₹ LAKHS

Name of Company	Capital (Including Share Application Money)	Reserves	Total Assets	Total Liablities (including Loan)	Investment Details (including Share held in Trust and Share Application Money)	Turnover (including Other Income)	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend (including Dividend Distribution Tax)
Jaiprakash Power Ventures Limited	262,476	284,022	2,237,742	1,691,244	386,308	168,630	46,299	6,004	40,295	-
	(262,476)	(254,589)	(1,838,130)	(1,321,065)	(360,630)	(84,074)	(20,646)	(4,135)	(16,511)	-
Sangam Power Generation Company Limited	55,198	-7	55,231	40	-	-	-	-	-	-
	(55,198)	(-7)	(55,248)	(57)	-	-	-	-	-	-
Prayagraj Power Generation Company Limited	87,819	-6	323,478	235,665	-	-	-	-	-	-
	(67,819)	(-6)	(142,540)	(74,727)	-	-	-	-	-	-
Jaypee Power Grid Limited	29,200	-376	98,469	69,645	-	-	-111	81	-192	-
	(25,000)	(-184)	(84,800)	(59,984)	-	-	(-184)	-	(-184)	-
Jaypee Infratech Limited	138,893	438,870	1,677,449	1,099,686	-	316,893	159,740	30,768	128,972	8,071
	(138,893)	(337,400)	(1,422,545)	(946,252)	-	(279,863)	(181,464)	(37,958)	(143,506)	(8,071)
Himalayan Expressway Limited	11,809	11,636	75,782	52,337	-	-	-	-	-	-
	(11,809)	(8,429)	(51,259)	(31,021)	-	-	-	-	-	-
Bhilai Jaypee Cement Limited*	20,196	-828	93,763	74,395	-	62,382	-9,633	-1,391	-8,242	-
	(20,196)	(6,972)	(101,235)	(74,067)	-	(33,287)	(-8869)	(2181)	(-11050)	-
Jaypee Ganga Infrastructure Corporation Limited	56,280	-	56,443	163	-	-	-	-	-	-
	(56,600)	-	(56,751)	(151)	-	-	-	-	-	-
Jaypee Arunachal Power Limited	22,400	-225	22,635	460	-	-	-	-	-	-
	(20,000)	(-225)	(20,009)	(234)	-	-	(-99)	-	(-99)	-
Bokaro Jaypee Cement Limited	13,365	-4,526	55,643	46,804	-	27,465	-1,540	2,952	-4,492	-
	(11,869)	(-34)	(39,947)	(28,112)	-	-	(-34)	-	(-34)	-
Jaypee Sports International Limited	56,700	1,171	395,520	337,649	-	94,974	1,981	608	1,373	-
	(64,200)	(-202)	(297,117)	(233,119)	-	-	-	-	-	-
Gujarat Jaypee Cement & Infrastructure Limited	1,185	-26	1,162	3	-	90	2	28	-26	-
	(1,185)	-	(1,258)	(73)	-	-	-	-	-	-
Jaypee Agra Vikas Limited	59,390	-200	71,704	12,514	-	-	-	-	-	-
	(58,380)	(-200)	(70,690)	(12,510)	-	-	(-200)	-	(-200)	-
Jaypee Meghalaya Power Limited	670	-2	767	99	-	-	-	-	-	-
	(500)	(-2)	(501)	(3)	-	-	(-2)	-	(-2)	-
Himalayaputra Aviation Limited	550	-7	544	1	-	3	-7	-	-7	-
	-	-	-	-	-	-	-	-	-	-
Jaypee Cement Corporation Limited*	10,800	-48,463	865,598	903,261	-	123,994	-53,034	-22	-53,012	-
	(8,800)	(-3452)	(13,662)	(8,314)	-	-	(-2413)	(-80)	(-2333)	-
Jaypee Assam Cement Limited	6	-53	56	103	-	-	-53	-	-53	-
	-	-	-	-	-	-	-	-	-	-
Jaypee Ferilizers & Industries Limited	11,819	41,162	53,328	347	46,021	1,095	25	9	16	-
	-	-	-	-	-	-	-	-	-	-

* Figures based on Balance sheet for tax purposes.

CONSOLIDATED NOTE No."45"

Figures for the previous year have been regrouped/ recast/ rearranged wherever considered necessary to confirm to this year's classification in accordance with revised Schedule VI.

CONSOLIDATED NOTE No."46"

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's Financial statements.

Signatures to Note No."1" to "46"

For and on behalf of the Board

For M.P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

MANOJ GAUR
EXECUTIVE CHAIRMAN & C.E.O.

M.P. SINGH
Partner
MNo.1454

SUNIL KUMAR SHARMA
EXECUTIVE VICE CHAIRMAN

SHYAM DATT NAILWAL
DIRECTOR [Finance]

GOPAL DAS BANSAL
Jt. PRESIDENT
[Accounts]

RAM BAHADUR SINGH
C.F.O.
[Cement]

HARISH K. VAID
Sr. PRESIDENT [Corporate Affairs]
& COMPANY SECRETARY

RAHUL KUMAR
DIRECTOR & C.F.O.

Place : Noida
Dated: 30th May, 2012

DECLARATION

All the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Placement Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines issued thereunder, as the case may be. The compliance with Companies Act, 2013 and the rules thereunder does not imply that payment of dividend is guaranteed by the Government of India. The monies received under the offer shall be used only for the purposes and objects indicated in the "Use of Proceeds" chapter of the Placement Document. Our Company further certifies that all statements in this Placement Document are true, correct and complete and no material information has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Article of Association.

We are authorised by the Board of Directors of the Company *vide* resolution dated November 14, 2013 and by the resolution dated July 7, 2014 of the Finance Committee of Board of Directors to sign this form and declare that all the requirements of Companies Act 2013 and the rules thereunder and matters incidental thereto have been complied with.

Signed by:

Mr. Manoj Gaur
(Executive Chairman)

Mr. Rahul Kumar
(Director & Chief Financial Officer)

Date: July 7, 2014
Place: Noida

We, the Directors of the Company certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under the offer shall be used only for the purposes and objects indicated in the Placement Document (which includes disclosures prescribed under Form PAS-4).

Signed by:

(Rahul Kumar)
Director & CFO

I am authorized by the Finance Committee, a committee of the Board of Directors of the Company, vide resolution number 3.0 dated July 7, 2014 to sign this form and declare that all the requirements of 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. 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 promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed:

(Rahul Kumar)
Director & CFO

Date: 7^{th} July, 2014

Place: NOIDA

REGISTERED AND CORPORATE OFFICE OF THE COMPANY

Jaiprakash Associates Limited
Sector 128
Noida – 201 304
Uttar Pradesh
India
Website: www.jalindia.com

Contact Person: Mr. Harish K. Vaid, Company Secretary and Compliance Officer
Address of the Compliance Officer:
Sector 128, Noida – 201 304, Uttar Pradesh
Tel: +91 120 460 9000
Fax: +91 120 460 9363, +91 120 460 9496
Email: harish.vaid@jalindia.co.in

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INTERNATIONAL LEGAL ADVISOR TO THE GLOBAL COORDINATOR AND BOOK RUNNING LEAD MANAGER

Linklaters Singapore Pte. Ltd.
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Singapore 049145

LEGAL COUNSEL TO THE GLOBAL COORDINATOR AND BOOK RUNNING LEAD MANAGER AS TO INDIAN LAW

Axon Partners LLP
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New Delhi – 110 016

AUDITORS TO THE COMPANY

M/s. M.P. Singh Associates
B - 1/1018, Vasant Kunj,
New Delhi 110 070
India