

Annual Report 2011-12



Highlights of the Year

- ◆ Added 3.1 MTPA Cement production with the commissioning of following Plants :
 - 2.1 MTPA Cement Grinding Plant set up through SPV (Bokaro Jaypee Cement Limited) in Joint Venture with SAIL at Bokaro (Jharkhand).
 - 1.0 MTPA Cement Grinding Plant set up at Sikandrabad (Uttar Pradesh)
- ◆ Bagged 2 prestigious contracts in Bhutan with an aggregate value of Rs. 2994 Crores, as under:
 - 2 packages of 720 MW Mangdechhu Hydro-Electric Project consisting of Dam, Diversion Tunnel, Shafts, Power House and other connected works by the Mangdechhu Hydro-electric Project Authority.
 - 2 packages of 990 MW Punatsnagchhu-II Hydro-electric Project consisting of Dam, Power House and other connected works by Punatsangchhu-II Hydro-electric Project Authority
- ◆ The Scheme of Arrangement hiving off the Company's Cement undertakings in Gujarat and Andhra Pradesh, besides Asbestos Sheet Plant, Heavy Engineering Works and Foundry Units, to the wholly owned subsidiary of the Company, namely, Jaypee Cement Corporation Limited, was sanctioned on 9th April, 2012 by the Hon'ble High Court of Judicature at Allahabad effective from 1st April, 2011, being the Appointed Date.



Photographs on the Cover

- 1 3 MnTPA Rewa Cement Complex, Jaypee Nagar, Rewa, M.P.
- 2 165 Km Yamuna Expressway, Noida to Agra, U.P.
- 3 Main Grandstand at Budh International Racing Circuit, Greater Noida, U.P.

Engineering & Construction



- 1 1450 MW Sardar Sarovar Dam, Gujarat (Largest Concrete Dam in India)
- 2 Upstream View of 900 MW Baglihar Dam, J&K
- 3 1000 MW Tehri Rockfill Dam, Uttarakhand



- 1 3.0 MnTPA Rewa Cement Complex at Jaypee Nagar, Rewa, M.P.
- 2 1.5 MnTPA Jaypee Himachal Cement Plant, Baga, H.P.
- 3 5.00 MnTPA Jaypee Balaji Cement Plant, Andhra Pradesh



- 1 Down Stream View of 1000 MW Karcham Dam, H.P.
- 2 500 MW Bina Thermal Power Plant (Phase-I), M.P.
- 3 Down Stream View of 400 MW Vishnuprayag Barrage, Uttarakhand



- 1 Residential Community at Jaypee Greens, Greater Noida, U.P.
- 2 Jaypee Integrated Sports Complex at Jaypee Greens, Greater Noida, U.P.
- 3 Sea Court Apartments at Jaypee Greens, Greater Noida, U.P.

Expressways, Hospitality & Sports



- 1 Gateway of 165 Km Yamuna Expressway, Noida to Agra, U.P.
- 2 Jaypee Greens Golf and Spa Resort, Greater Noida, U.P.
- 3 Main Grandstand at Budh International Racing Circuit, Greater Noida, U.P.

Company Secretary
Harish K. Vaid

Sr. President (Corporate Affairs) & Company Secretary

Auditors

M/s. M.P. Singh & Associates

New Delhi

Bankers

Allahabad Bank

Andhra Bank

AKA Export Finance Bank

Axis Bank Limited

Bank of Baroda

Bank of Bhutan

Bank of India

Bank of Maharashtra

Canara Bank

Central Bank of India

Citi Bank N.A.

Corporation Bank

Druk PNB Bank Ltd.

Export Import Bank of India

HDFC Bank Limited

HSBC Ltd.

ICICI Bank Limited

Indian Bank

Indian Overseas Bank

IDBI Bank Ltd.

Karur Vysya Bank

Karnataka Bank

Kotak Mahindra Bank

Oriental Bank of Commerce

Punjab National Bank

Punjab & Sind Bank

Rafidian Bank

Royal Bank of Scotland

Standard Chartered Bank

State Bank of India

State Bank of Hyderabad

State Bank of Indore

State Bank of Mysore

State Bank of Patiala

State Bank of Sikkim

State Bank of Travancore

State Bank of Bikaner & Jaipur

Syndicate Bank

The Jammu & Kashmir Bank Limited

UCO Bank

Union Bank of India

United Bank of India

Vijaya Bank

Yes Bank Limited

Founder Chairman
Jaiprakash Gaur
Board of Directors
Manoj Gaur, Executive Chairman & CEO

Sunil Kumar Sharma, Executive Vice Chairman

Sarat Kumar Jain, Vice Chairman

A. K. Sahoo (LIC Nominee)

Viney Kumar (IDBI Nominee)

R. N. Bhardwaj
S. C. Bhargava
V. K. Chopra
Homai A. Daruwalla
B. K. Goswami
S. C. Gupta
Dr. B Samal
B. K. Tapararia
Sunny Gaur, Managing Director (Cement)

Pankaj Gaur, Jt. Managing Director (Construction)

Ranvijay Singh, Whole-time Director

R. K. Singh, Whole-time Director

Shyam Datt Nailwal, Whole-time Director

Rahul Kumar, Whole-time Director & CFO

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Registered & Corporate Office

Sector 128,
NOIDA-201 304
Uttar Pradesh

Delhi Office

JA House, 63, Basant Lok
Vasant Vihar
New Delhi 110 057

Website
www.jalindia.com
E mail ID for Fixed Deposit related queries
jalinvestor@jalindia.co.in
E mail ID for Shareholder related queries
jal.investor@jalindia.co.in

NOTICE

NOTICE is hereby given that the **15th Annual General Meeting** of the Members of **Jaiprakash Associates Limited** will be held on Thursday, September 27, 2012 at 10.30 A.M. at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA- 201 307, U.P. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the **Audited Balance Sheet** as at **March 31, 2012**, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend for the financial year 2011-12.
3. To appoint a Director in place of **Shri S.K. Jain**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Ranvijay Singh** who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of **Shri R.N. Bhardwaj** who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint a Director in place of **Shri B.K. Taparia** who retires by rotation and, being eligible, offers himself for re-appointment.
7. To appoint a Director in place of **Shri S.C. Bhargava** who retires by rotation and, being eligible, offers himself for re-appointment.
8. To appoint **M/s M.P. Singh & Associates**, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions:

As Ordinary Resolutions

9. APPOINTMENT OF DIRECTOR

"RESOLVED THAT Ms. Homai A. Daruwalla be and is hereby appointed a Director of the Company, liable to retire by rotation."

10. CREATION OF MORTGAGE/CHARGE IN FAVOUR OF LENDER(S) OF THE COMPANY

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded in terms of **Section 293(1)(a)** and other applicable provisions, if any, of the Companies Act, 1956, to create mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board or Committee thereof, in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or Trustees to secure borrowings up to the limits delegated to the Board or Committee thereof, by the shareholders from time to time, together with interest at the respective agreed rates by issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to Indian/ foreign banks, institutions, investors, mutual funds, companies, other corporate bodies, resident/non-resident Indians, foreign nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures/bonds/ term loans/other instrument(s) in terms of their issue."

"RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties."

By Order of the Board
For JAIPRAKASH ASSOCIATES LIMITED

HARISH K. VAID
Sr. President (Corporate Affairs) &
Company Secretary

Place: NOIDA
Date: May 30, 2012

NOTES

- (i) Relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolutions set out under **item nos. 9 & 10** is annexed hereto.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
- (iii) Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board/Governing Body resolution authorizing such representatives to attend and vote at the Annual General Meeting.
- (iv) All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report and Annual Accounts of the subsidiary companies whose Annual Accounts have been consolidated with that of the Company, are open for inspection at the Registered Office of the Company on all working days, except Sunday and other holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
- (v) The Register of Members and Share Transfer Books will remain closed from September 21, 2012 to September 27, 2012 (both days inclusive) for payment of dividend. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after **October 12, 2012** to the Members, or their mandate, subject to the provisions of Section 206A of the Companies Act, 1956, whose names appear on the Company's Register of Members as at the close of business hours on **September 20, 2012**. In respect of dematerialized shares, the dividend will be payable to the "Beneficial Owners" of the shares, whose names appear in the Statement of Beneficial Ownership, as at the close of business hours on **September 20, 2012**, furnished by the National Securities Depository Limited and Central Depository Services (India) Limited.
- (vi) Members holding shares in electronic form may please note that: (a) the dividend, when declared, will be credited to their respective Bank Accounts as furnished to the respective Depository Participants, through Electronic Clearing Service (ECS), where this facility is available; (b) in other cases, Bank details as furnished to the respective Depository Participants will be printed on the Dividend Warrants as per the applicable regulations. The Company shall not entertain any direct request from such Members for deletion of / change of such Bank details. Further, it may be noted that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on their holdings in electronic form.
- (vii) **Starting from the year 2011, the Ministry of Corporate Affairs has taken a "Green initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, the Company, as done last year also, has already sent a communication to all the shareholders that various notices/documents meant for them shall be sent electronically to their respective e-mail addresses as obtained from Depositories/other sources, unless specifically requested to be sent in physical form.**

The members who have not registered/ updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their shares in physical form and who are desirous of receiving the communications/ documents in electronic form are requested to promptly register their e-mail addresses with the Company.
- (viii) Members who are holding shares in physical form are requested to notify the change in their respective addresses or Bank details to the Company and always quote their Folio Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
- (ix) Members can avail of the nomination facility in terms of Section 109A of the Companies Act, 1956 by nominating in Form 2B, as prescribed under Companies (Central Government's) General Rules and Forms, 1956, any person to whom their shares shall vest on occurrence of events stated in the said Form. Blank Forms can be supplied on request. The same can also be downloaded from the Company's website www.jalindia.com. Form 2B is to be submitted in duplicate: (a) in case of shares held in physical form, to the Company and (b) in case of shares held in dematerialized form, to the respective Depository Participants.
- (x) Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
- (xi) Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/ unclaimed for a period of seven years,

are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Therefore, Members are requested to encash their Dividend warrants on priority within the validity period. Further, the particulars of unpaid / unclaimed dividend etc. are being uploaded on the Company's website www.jalindia.com in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

- (xii) Members would be aware that the Ordinary and Special Resolutions sent through notice dated **May 14, 2011**, to all Members for voting through Postal Ballot have been passed on **July 19, 2011** by requisite majority. Relevant details in this regard are covered in the Corporate Governance Report annexed to the Report of the Board of Directors.
- (xiii) **Members or their respective proxies are requested to:**
 - (a) **bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting;**
 - (b) **note that no gifts/coupons shall be distributed at the Annual General Meeting; and**
 - (c) **quote their Folio/Client ID & DP ID No. in all correspondence.**
- (xiv) Any query relating to Accounts or any other items of business set out in the Agenda of the Meeting must be sent to the Company's Registered Office at Sector 128, Noida – 201 304 (U.P.) so as to reach **at least seven days before the date of the Meeting**. The envelope may please be superscribed **"AGM QUERIES – Attn.: Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary"**.
- (xv) Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors retiring by rotation and proposed to be re-appointed are as under:

Shri Sarat Kumar Jain

Shri S. K. Jain, 74, is a graduate in Science. He is responsible for the successful execution of various Hydro-Power projects over last 52 years.

Shri Jain is a Director on the Board of Jaypee Ganga Infrastructure Corporation Ltd., Jaypee Infra Ventures (A Private Company with Unlimited Liability) and Essjay Enterprises Pvt. Ltd. He is also Chairman of (i) Investor's Grievance and Share transfer Committee of the Company and (ii) Audit Committee of Jaypee Ganga Infrastructure Corporation Ltd.

Shri Jain holds 54,48,016 equity shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Shri Ranvijay Singh

Shri Ranvijay Singh, 45, is B.E. (Civil) by qualification and has acquired rich experience of 20 years in the fields of civil engineering and management of construction projects.

Presently, he is a Director on the Board of Gujarat Jaypee Cement & Infrastructure Ltd. and MP Jaypee Coal Fields Ltd.

He is neither a Chairman nor a member of any of the Committees of the Board of Directors of the companies of which he is a Director.

Shri Singh holds 30,41,015 equity shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Shri R.N. Bhardwaj

Shri R.N. Bhardwaj, 67, holds a post graduate degree in Economics from Delhi School of Economics, University of Delhi and a Diploma in 'Industrial Relations and Personnel Management' from Punjab University, Patiala.

Shri Bhardwaj is former Chairman-cum-Managing Director of Life Insurance Corporation of India (LIC) and has also served as Member of Securities Appellate Tribunal (SAT). He has more than 40 years of experience in the fields of Economics, Finance, Investments, Portfolio Management, Human Resource Management and Securities Market. He was nominated as Member of Committee formed by Central Government in 2001 to study the Investment Management. During his tenure with LIC, Shri Bhardwaj was appointed as Nominee Director on the Board of various companies including this Company for a period of nine months in the year 2004.

He is presently a Director on the Board of Jaypee Infratech Ltd., Jaiprakash Power Ventures Ltd., Reliance Infratel Ltd., Microsec Financial Services Ltd., SREI Venture Capital Ltd., Milestone Capital Advisors Ltd., Dhunseri Petrochem & Tea Ltd., Religare Trustee Company Ltd., Amtex Auto Ltd., Singhi Advisors Pvt. Ltd., IL& FS Milestone Realty Advisor Pvt. Ltd., Samvridhi Advisors Pvt. Ltd., Invent Asset Securitization and Reconstruction Pvt. Ltd., Milestone Religare Investment Advisors Pvt. Ltd. and Lanco Teesta Hydro Power Pvt. Ltd. He is Chairman of (i) Audit Committee of the Company, Religare Trustee Company Ltd. and Invent Asset Securitization and Reconstruction Pvt. Ltd. and (ii) Shareholders/ Investor's Grievances Committee of Microsec Financial Services Ltd. Further, he is a member of (i) Audit Committee of Jaiprakash Power Ventures Ltd., Milestone Capital Advisors Ltd., Microsec Financial Services Ltd. and Reliance Infratel Ltd., (ii) Investor Services Committee of Religare Trustee Company Ltd., (iii) Transfer, Allotment and Management Committee of Milestone Capital Advisors Ltd., (iv) Operations, IT and Risk Management Committee of Religare Trustee Company Ltd. and (vi) Nomination/ Remuneration Committee of Reliance Infratel Ltd.

Shri Bhardwaj does not hold any share (either in his name or in the name of any other person on a beneficial basis) in the Company.

Shri B.K. Taparia

Shri B.K. Taparia, 72, holds a Master's degree in Commerce from Rajasthan University and is a Certified Associate of Indian Institute of Bankers. He has over 41 years of experience in banking, corporate finance and administrative sector.

Shri Taparia has been a Banker and Ex-Chairman & Managing Director of Industrial Reconstruction Bank of India (presently known as Industrial Investment Bank of India Ltd.). He is a Director on the Boards of Jaiprakash Power Ventures Ltd., Andhra Cements Ltd. and Bhilwara Infrastructure Pvt. Ltd. He is also Chairman of (i) Remuneration and Restructuring Committee of the Company (ii) Audit Committee of Jaiprakash Power Ventures Ltd. Further, he is also a member of (i) Audit Committee of the Company and (ii) Remuneration Committee of Jaiprakash Power Ventures Ltd.

Shri Taparia holds 18,000 equity shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

Shri S. C. Bhargava

Shri S.C. Bhargava, 66, is a Chartered Accountant by profession. He had a very eventful and successful career with LIC of India. Shri Bhargava is Chairman of A. K. Capital Services Ltd. and OTC Exchange of India.

Shri S.C. Bhargava is a Director on the Boards of Jaypee Infratech Ltd., Jaiprakash Power Ventures Ltd., Aditya Birla Nuvo Ltd., Escorts Ltd., Swaraj Engine Ltd., Swaraj Automotives Ltd., Cox & Kings Ltd., Escorts Construction Equipment Ltd., Asahi Industries Ltd., Antique Finance Pvt. Ltd., Midas Assets Reconstruction Co. Pvt. Ltd., G .K. Industrial Park Pvt. Ltd. and IIT Insurance Broking & Risk Management Pvt. Ltd. He is also a member of the Audit Committees of Swaraj Engine Ltd., Cox & Kings Ltd. and Asahi Industries Ltd. He is also a member of Shareholder's/ Investors' Grievance Committee of Cox & Kings Ltd. and Remuneration Committee of your Company.

Shri S. C. Bhargava holds 21,000 equity shares in the Company in his own name and no share in the Company is held by him for any other person on a beneficial basis.

EXPLANATORY STATEMENT

Following Explanatory Statement, pursuant to the provisions of Section 173(2) of the Companies Act, 1956 sets out the material facts relating to the Special Businesses mentioned at item 9 & 10 in the accompanying Notice dated **May 30, 2012**:

Item No. 9

Ms. Homai A. Daruwalla was appointed as an Additional Director w.e.f. February 14, 2012.

By virtue of Section 260 of the Companies Act, 1956 read with Article 133 of the Articles of Association of the Company, she holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice in writing

alongwith a deposit of ₹ 500 from a member of the Company in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Ms. Homai A. Daruwalla for the office of Director at the ensuing Annual General Meeting.

Ms. Homai A. Daruwalla, 63, is a qualified Chartered Accountant. In her career in Banking, spanning more than three decades, she has worked in various capacities in Union Bank of India, Oriental Bank of Commerce and retired as Chairman & Managing Director of Central Bank of India in December 2008.

She also handled prestigious assignment as Region of India Director on the Board of 'The Institute of Internal Auditors', Florida, USA.

She is also a Director on the Boards of India Infoline Asset Management Company Ltd., Gammon Infrastructure Projects Ltd. and NTPC Ltd. She is also Chairperson of Audit Committee of India Infoline Asset Management Company Ltd. and a Member of Audit, Shareholders'/ Investors' Grievance and Corporate Social Responsibility Committees of NTPC Ltd.

Ms. Daruwalla does not hold any equity share (either in her name or in the name of any other person on a beneficial basis) in the Company.

None of the Directors of the Company, except Ms. Homai A. Daruwalla herself, is concerned or interested in the Resolution.

The Board commends the resolution for your approval.

Item No. 10

The Members had, by a resolution passed through Postal Ballot on 19th July 2011, authorised the Board of Directors, pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, to borrow from time to time any sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed, in the aggregate, at any one time, ₹ 35,000 Crores (Rupees Thirty Five Thousand Crores only) irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The facilities so availed within the delegated borrowing powers, are required to be secured by creation of mortgage and / or charge in favour of the lender (s)/Trustee on the assets of the Company, present and future, as may be decided in consultation with the lenders/Trustees, from time to time. Instead of approaching the shareholders for their approval every time, it is considered expedient to obtain the general approval to create security in respect of the borrowings by the Company upto the limits authorised by the shareholders. Accordingly, the Board proposes to create mortgage/charge, as mentioned above, as required by lenders from time to time, for the loan facilities to be availed not exceeding ₹ 35,000 Crores for the time being.

Section 293(1)(a) of the Companies Act, 1956, inter-alia, provides that the Board of Directors of a public company shall not, without the consent of the company in general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertakings.

Since creating mortgage and/ or charge by the Company on its immovable and movable properties, as aforesaid, in favour of the aforesaid lenders may be regarded as disposal of the Company's properties/ undertaking, it is necessary to obtain the approval of the members for the resolution under Section 293(1)(a) of the Companies Act, 1956 before creation of the said mortgage/charge.

None of the Directors of the Company is concerned or interested

in the resolution except for Shri Viney Kumar, (IDBI Nominee) and Shri AK Sahoo (LIC Nominee) who may be deemed to be interested in respect of security that might be created for the facilities that may be availed from IDBI / LIC.

Your Directors commend the resolution for your approval.

By Order of the Board
For **JAIPRAKASH ASSOCIATES LIMITED**

Place: Noida
Date: May 30, 2012

HARISH K. VAID
Sr.President (Corporate Affairs) &
Company Secretary

Regd. Office: Sector 128, Noida-201304, U.P.

DIRECTORS' REPORT

To
The Members,

The Directors of your Company are pleased to present the **15th Annual Report** together with the Audited Accounts of the Company for the year ended **March 31, 2012**.

WORKING RESULTS

The working results of the Company for the year under report, (excluding the working results of five undertakings of the Company viz. South Cement Plant, West Cement Plant, Asbestos Sheet Plants, Foundry and Heavy Engineering Works, hived off into wholly owned subsidiary, namely, Jaypee Cement Corporation Limited w.e.f. the Appointed Date, i.e., April 1, 2011), are as under:

		(₹ in Crores)	
Financial year ended	31.03.2012	31.03.2011	
Gross Revenue	13117.61	13318.71	
Profit before Depreciation & Tax	1928.49	2362.32	
Less : Depreciation	614.15	607.81	
Profit before Tax	1314.34	1754.51	
Less : Provision for Tax			
• Current Tax	238.35	330.09	
• Deferred Tax	49.75	270.73	
• Excess Provision for Income Tax in Earlier Years reversed	(0.14)	(14.09)	586.73
Profit after Tax	1026.38	1167.78	
Add :			
• Profit brought forward from Previous Year	2868.92	2645.03	
Profit available for appropriation	3895.30	3812.81	
Less : Transferred to :			
• Reserve for Redemption Premium on FCCBs	268.25	153.54	
• Debenture Redemption Reserve	269.30	507.11	
• General Reserve	102.64	117.00	
• Dividend paid pertaining to Previous Year	-	0.11	777.76
Add :			
• Tax on proposed Final Dividend Reversed	9.37	-	
• Final Dividend Transferred from Trusts (in which Company is sole beneficiary)	7.57	16.94	10.22
Less: Dividend			
• Interim Dividend	-	85.06	
• Interim Dividend transferred from Trusts	-	(7.57)	
• Proposed Final Dividend	106.32	85.06	
• Tax on Proposed Final Dividend	17.25	13.80	176.35
Balance carried to Balance Sheet	3148.48	2868.92	
Basic Earning Per Share [Face value ₹ 2 per share] before/after Extraordinary Items	4.83	5.49	
Diluted Earnings Per Share [Face value ₹ 2 per Share] before / after Extraordinary Items	4.64	5.27	

DIVIDEND

For the financial year 2011-12, the Board has recommended dividend of ₹ 0.50 per Equity Share of ₹ 2 i.e. 25% which will be paid after your approval at the ensuing Annual General Meeting. The dividend will absorb an amount of ₹ 106.32 Crores, excluding Dividend Distribution Tax of ₹ 17.25 Crores.

HIVING OFF OF CERTAIN UNDERTAKINGS OF THE COMPANY INTO ITS WHOLLY OWNED SUBSIDIARY COMPANY

The Scheme of Arrangement between Jaiprakash Associates Limited (Demerged/ Transferor Company) and its wholly owned subsidiary namely Jaypee Cement Corporation Limited (JCCL) (Resulting/Transferee Company) and their respective Members and Creditors for hive off of five undertakings of the Company (South Cement Plant, West Cement Plant, Asbestos Sheet Plants, Foundry and Heavy Engineering Works) into JCCL w.e.f. the Appointed Date, i.e., April 1, 2011, as approved by the Members and Creditors of both the companies, was sanctioned by the Hon'ble High Court of Judicature at Allahabad on April 9, 2012.

Consequent upon the sanction of the Scheme, the certified copy of the Order dated April 9, 2012 of the Hon'ble High Court was filed by the respective Companies with the Registrar of Companies on April 18, 2012 and the Scheme having thus become effective, all the five undertakings stood hived off from your Company into JCCL w.e.f. April 1, 2011, being the Appointed Date.

Your Directors believe that the hive off would, inter-alia, facilitate unlocking and enhancing shareholders' value.

FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)

During the year under report, FCCBs-II aggregating Euro 1.451 million were redeemed on April 9, 2011, on exercise of put option by the bondholders. There was no other change in conversion or redemption of FCCBs during the year.

As on March 31, 2012, the outstanding amounts against FCCB-II and FCCB-III were to the tune of Euro 0.255 Million (i.e. 0.155% of the Issue size) & US \$ 354.475 Million (i.e. 88.619% of the Issue size) respectively; FCCB-I (Issue size US \$ 100 Million) stood fully extinguished on February 17, 2010.

The particulars about conversion, outstanding amount, coupon, date of redemption, listing etc. of FCCBs-II (Issue size – Euro 165 Million.) & FCCBs-III (Issue size – US \$ 400 Million.) are detailed in para 26 of the Corporate Governance Report forming part of this Report.

EMPLOYEE STOCK PURCHASE SCHEME

As the Members are aware, "Jaypee Group ESPS, 2009 Trust" was created in 2009 for administering the Stock Purchase Scheme of the Company namely "Jaypee Employee Stock Purchase Scheme, 2009" for the ultimate benefit of the employees (including Directors) of the Company and its subsidiaries.

During 2010-11, the said Trust had allocated/ transferred 1,12,63,706 Equity Shares of ₹ 2 each alongwith the Bonus

Shares thereon, to 8,032 eligible persons, in tranches, as per details given in the table below (on receipt of the issue price of ₹ 60 per share including premium of ₹ 58 per share), from its total holding of 1,25,00,000 Equity Shares which were issued & allotted by the Company to the Trust on December 14, 2009, in terms of the Scheme.

During 2011-12, the Trust further allocated/ transferred 3,550 Equity Shares alongwith the Bonus Shares thereon, to 4 more eligible persons, thereby leaving a balance of 18,49,117 Equity Shares including Bonus shares with the Trust which would be transferred to the eligible persons in due course.

During financial year 2011-12, none of the shares was transferred/ allocated to Senior Managerial Personnel by the Trust in terms of the Scheme.

It is confirmed that:

- (a) there is no employee who has been issued shares in any one year amounting to 5% or more shares issued during that year; and
- (b) there is no employee who is entitled to shares under the Scheme equal to or exceeding 1% of the issued capital of the Company.

CHANGES IN SHARE CAPITAL

During the year under report, there was no change in the Paid-up Equity Share Capital of the Company.

Thus, as on March 31, 2012, the Paid-up Capital of the Company stood at ₹ 4,25,28,66,364 divided into 2,12,64,33,182 Equity Shares of ₹ 2 each.

OPERATIONS

1.0 ENGINEERING DIVISION

1.1 Works completed

1.1.1 During the year, following works have been completed:

- (i) Turnkey execution of 1000 MW Karcham Wangtoo Hydroelectric Project in Himachal Pradesh;
- (ii) Construction of Sewer System including replacement of old sewer raising main at Parikarma Marg at Varindavan, Distt. Mathura, Uttar Pradesh.

1.1.2 Prequalifications / Bids Under submission

Your company is preparing Prequalifications/ Bids to participate in the tenders for the following works :

Prequalifications for :

- i. 600 MW Tawang – I Hydroelectric Project in Arunachal Pradesh :
 1. Lot – 1 : Civil works comprising construction of Barrage, Intake, Desilting Chambers, Silt Flushing Tunnels, Part Head Race Tunnel upto RD 1529m;
 2. Lot – 2 : Head Race Tunnel from RD 1529m to RD 13950m; and

3. Lot – 3 : Civil works comprising Surge Shaft, Pressure Shaft, Underground Power House, Tail Race System & Pothead Yard & Part of Head Race Tunnel from RD 13950m to 13987m

ii. Tawang – II Hydroelectric Project in Arunachal Pradesh :

1. Lot – 1 : Civil works for construction of Diversion Tunnel, Barrage, Intake, Desilting Chambers, Silt Flushing Tunnels, Part Head Race Tunnel upto RD 1944m;
2. Lot – 2 : Civil works for construction of Head Race Tunnel from RD 1944m to RD 15947m; and
3. Lot – 3 : Civil works comprising Surge Shaft, Pressure Shaft, Underground Power House, Tail Race System & Pothead Yard & Part of Head Race Tunnel from RD 15947m to 15989m.

iii. Teesta-IV Hydroelectric Project in Sikkim:

1. Lot – 1 : Construction of all Civil works comprising of Diversion Tunnel, Coffor Dam, Concrete Gravity Dam, Intake Structure and Diversion Tunnel Gates & Hoists, Desilting Chambers, Head Race Tunnels upto RD 1780m; and
2. Lot – 2 : Construction of all Civil works comprising Head Race Tunnels (from RD 1780 onwards), Adit 2, Surge Shafts, Pressure Shafts, Underground Power House, Transformer Hall, Tail Race Tunnels and Pothead Yard etc.

1.1.3 Your Company has also submitted Application for Prequalification for balance work related to Concrete Dam, Diversion works, Intake and 1.35 Km HRT of Vyasi Hydroelectric Project, District Dehradun, Uttarakhand and is expected to be qualified for the Project.

1.1.4 New Contracts

During the year reported, your Company was awarded the following contracts :

- (i) Construction of Diversion Tunnel, Dam, Intake and Desilting Arrangement including Hydro-mechanical works and Highway Tunnel (Contract Package C-1) of Punatsanchhu – II Hydroelectric Project, Bhutan. The contract value of the work awarded to your Company is ₹ 1,224 Crores.
- (ii) Construction of Head Race Tunnel (from Surge Shaft end), Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House and Tail Race Tunnel including Hydro-Mechanical works (Contract Package C-3)

of Punatsanchhu-II Hydroelectric Project, Bhutan, awarded to JAL at a contract price of ₹ 856 Crores.

(iii) Construction of Diversion Tunnel, Dam, Spillway & Coffor Dams, Intake Structure, Intake Tunnels, Branch HRT, Silt Flushing Tunnels, Vertical Shaft and 2 nos. Desilting Chambers (Contract Package-C-1) of Mangdechhu Hydroelectric Project, Bhutan, awarded to JAL at a contract price of ₹ 597 Crores.

(iv) Construction of Surge Shaft, 2 nos. Pressure shafts, Bifurcation Pressure shafts, cable cum ventilation tunnel, Underground power house & transformer caverns including bus duct, pothead yard, TRT, branch tunnel & outlet portals for TRT (Contract Package- C-3) of Mangdechhu Hydroelectric Project awarded to JAL at a contract price of ₹ 316 crores.

1.2 Works in Progress

Status of works being executed by the Company on different Projects is given below:

Sl. No.	Name of the Project under Execution	Location of the Project	Contract Price (Base Value) (₹ in crores)	Nature of Project	Value of work completed as on 31.03.2012 (₹ in crores)
Works pertaining to :					
1.	Sardar Sarovar (Narmada) Project	Gujarat	526	Power Generation (1200 MW)	465
2.	Baglihar –II HEP	Jammu & Kashmir	504 (Revised)	Power Generation (450 MW)	172
3.	Turnkey construction of Srisailem Left Bank Canal Tunnel Scheme including Head Regulator etc. of Alimineti Madhava Reddy Project	Andhra Pradesh	1,925	Irrigation Tunnels	821
4.	Yamuna Expressway [earlier known as Taj Expressway] (six lane 165 km) connecting Noida & Agra and related activities	Uttar Pradesh (NCR)	6,000	Expressway Project	5,778
5.	Zirakpur-Parwanoo Highway From Km 39.860 to Km 67.000 Of NH – 22 on BOT basis	Punjab, Haryana & Himachal Pradesh	656 (Revised)	Highway Project	650
6.	Ganga Expressway (Eight lane & 1,047 km long) connecting Greater Noida & Ballia and related activities	Uttar Pradesh	30,000	Expressway Project	–

Sl. No.	Name of the Project under Execution	Location of the Project	Contract Price (Base Value) (₹ in crores)	Nature of Project	Value of work completed as on 31.03.2012 (₹ in crores)
Works pertaining to :					
7.	Civil and Structural work, Residential Complex, Mechanical fabrication and erection and electrical fabrication, erection and installation for Grinding Plant at Bokaro of Bokaro Jaypee Cement Limited.	Jharkhand	101	Cement Project	95
8.	Widening and facelifting of Varindavan Parikarma Marg and construction of Kesi Ghat Bridge on Varindavan Parikarma Marg	Uttar Pradesh	32	Road and Bridge works	16
9.	Construction of Diversion Tunnel, Dam, Intake and Desilting Arrangement including Hydro-mechanical works and Highway Tunnel (Contract Package C-1) of Punatsanchhu – II Hydroelectric Project, Bhutan	Bhutan	1224	Power Generation (990 MW)	28
10.	Construction of Head Race Tunnel (from Surge Shaft end), Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House and Tail Race Tunnel including Hydro-Mechanical works (Contract Package C-3) of Punatsanchhu – II Hydroelectric Project, Bhutan	Bhutan	856	Power Generation (990 MW)	11
11.	Construction of Diversion Tunnel, Dam, Spillway & Coffor Dams, Intake Structure, Intake Tunnels, Branch HRT, Silt Flushing Tunnels, Vertical Shaft and 2 nos. Desilting Chambers (Contract Package-C-1) of Mangdechhu Hydroelectric Project.	Bhutan	597	Power Generation (720 MW)	--

Sl. No.	Name of the Project under Execution	Location of the Project	Contract Price (Base Value) (₹ in crores)	Nature of Project	Value of work completed as on 31.03.2012 (₹ in crores)
	Works pertaining to :				
12.	Construction of Surge Shaft, 2 nos. Pressure shafts, Bifurcation Pressure shafts, cable cum ventilation tunnel, Underground power house & transformer caverns including bus duct, pothead yard, TRT, branch tunnel & outlet portals for TRT (Contract Package-C-3) of Mangdechhu Hydroelectric Project.	Bhutan	316	Power Generation (720 MW)	--
Projects being Executed by Jaiprakash – Gayatri Joint Venture					
1.	Polavaram Project Right Main Canal Package – 4	Andhra Pradesh	301	Irrigation Canal	164
2.	Veligonda Feeder and Teegaleru Canal Project-2	Andhra Pradesh	343 (Revised)	Irrigation Canal	235
3.	Rajiv Sagar Lift Irrigation Project (Dummugudem)	Andhra Pradesh	282	Lift Irrigation Project	144
4.	GNSS Main Canal from km. 119.000 to km 141.350 including construction of CM & CD works	Andhra Pradesh	112	Irrigation Canal	-
	Total		43,775	3,360 MW	8,579

The progress of work on all the projects is generally satisfactory.

2.0 CEMENT DIVISION

Operations

The production and sale of Cement/ Clinker during the year, as compared to the previous year, are as under:-

	2011-12 (MT)	2010-11* (MT)
Cement Production (MT)	13,341,389	14,675,679
Clinker Production (MT)	9,808,903	11,529,728
Cement and Clinker Sale (MT) (including Self-Consumption)	14,126,107	15,094,616

* Figures for the FY 10-11 also include the figures of the hived off undertakings.

As already stated, your Company hived off part of its Cement Business to its wholly owned subsidiary, namely, Jaypee Cement Corporation Limited (JCCL) through a Scheme of Arrangement.

The operative capacity of the group as a whole is 33.30 MTPA and the capacity under implementation is 2.75 MTPA. The above would take the Group's total capacity to 36.05 MTPA by 2013

including JV capacity. On completion, this will make Jaypee Group the 3rd largest Cement producing group in India.

The implementation of the on-going Projects is progressing satisfactorily.

Zone-wise operating Capacity/Capacity under implementation and Captive Power Plant Capacity in the Cement Division of the Company are as under :-

JAL CAPACITY

ZONE	CAPACITY OPERATIVE MTPA	CAPACITY UNDER IMPLEMENTATION MTPA	TOTAL MTPA	CAPTIVE THERMAL POWER (MW)
CENTRAL ZONE	11.20	1.00	12.20	124
UP ZONE	4.00	1.75	5.75	64
NORTH ZONE	6.20	-	6.20	-
EAST ZONE	2.10	-	2.10	-
TOTAL	23.50*	2.75	26.25	188

*Includes 4.30 MnTPA of two Joint Ventures of the Company with SAIL(JV)

JCCL CAPACITY

ZONE	CAPACITY OPERATIVE MTPA	CAPACITY UNDER IMPLEMENTATION MTPA	TOTAL MTPA	CAPTIVE THERMAL POWER (MW)
WEST ZONE	4.80	-	4.80	90
SOUTH ZONE	5.00	-	5.00	35
TOTAL	9.80	-	9.80	125
GRAND TOTAL (JAL INCL JV) & JCCL	33.30	2.75	36.05	313

During the financial year 2011-12, Productivity Indices of the operating units of JAL (except JCCL & JV) were as under:

S.I. No.	Indices	Lime stone Crushing	Raw meal Grinding	Clinker Production	Cement Grinding	Cement Despatch including clinker sale
	UNIT	(MT)	(MT)	(MT)	(MT)	(MT)
1	Jaypee Rewa Plant, Rewa (MP)	3,693,842	3,802,246	2,545,300	2,557,000	2,592,864
2	Jaypee Bela Plant, Bela (MP)	2,604,064	2,672,060	1,776,326	2,131,460	2,268,137
3	Jaypee Ayodhya Grinding Operations, Tanda (UP)	-	-	-	877,347	885,084

S I. No.	Indices	Lime stone Crushing	Raw meal Grinding	Clinker Production	Cement Grinding	Cement Despatch including clinker sale
	UNIT	(MT)	(MT)	(MT)	(MT)	(MT)
4	Jaypee Cement Blending Unit, Sadva Khurd (UP)	-	-	-	180,672	180,672
5	Jaypee Cement Grinding Unit, Panipat (Haryana)	-	-	-	1,076,579	1,075,131
6	Chunar Cement Grinding Unit, Chunar (UP)	-	-	-	2,029,941	2,038,542
7	Dalla Cement Factory, Dalla (UP)	2,964,531	3,050,623	2,030,464	391,173	837,480
8	Jaypee Sidhi Cement Plant, Baghwar (MP)	1,661,716	1,736,891	1,160,440	1,098,830	1,192,401
9	Jaypee Himachal Cement Plant - Baga	3,413,651	3,464,828	2,296,373	58,998	55,484
10	Jaypee Himachal Cement Plant - Bagheri	-	-	-	1,700,737	1,711,386
11	Jaypee Roorkee Grinding Unit	-	-	-	836,859	834,108
12	Jaypee Sikandrabad Grinding Unit	-	-	-	520,331	517,700
	TOTAL	14,337,804	14,726,648	9,808,903	13,459,927	14,188,990

* Above figures are inclusive of Trial Run for newly commissioned plants.

2.1 Operational Performance

During the year, the Company has successfully commissioned its Grinding Unit at Baga, Himachal Pradesh (1.50 MTPA). The Company has also commissioned a slag based cement plant of 2.10 MTPA capacity, in joint venture with Steel Authority of India Ltd. at Bokaro, Chattisgarh.

3.0 HOTELS DIVISION

The Hotels Division of the Company has 5 five-star luxury hotels, finest Championship Golf Course, Integrated Sports Complex and Town Centre strategically located to service the needs of discerning business and leisure travellers. In New Delhi, the Division has two hotels - Jaypee Siddharth with 94 rooms and Jaypee Vasant Continental with 119 rooms. The largest property of the Company Jaypee Palace Hotel and Convention Centre is located at Agra with an inventory of 341 rooms and Jaypee Residency Manor at Mussoorie has 90 rooms and shortly new valley view 45 rooms shall be added to its inventory.

Jaypee Greens Golf & Spa Resort, Greater Noida is a prestigious & Luxury Resort with 170 state-of-the art rooms

overlooking the Championship 18 hole Greg Norman Golf Course. India's first world renowned "Six Senses Spa" at the Resort shall soon be operational. Internationally our Sales and representative offices in Tokyo, Japan and UAE are promoting our latest offering Jaypee Greens Golf & Spa Resort in Far East and Middle East markets and also creating awareness about other Jaypee Hotels properties. Jaypee Greens Golf & Spa Resort has emerged as a destination of choice for people who are looking for a product and standards of international quality in Noida and Greater Noida.

The Company has India's first Greg Norman Signature Golf Course at Jaypee Greens, Greater Noida. It is the finest 18 hole Championship Golf Course. This Golf Course was conferred with the prestigious "BEST TOURISM FRIENDLY GOLF COURSE" award by the MINISTRY OF TOURISM, Govt. of India.

"Atlantis-The Club", an integrated sports complex located at Jaypee Greens offers World Class sporting events & tournament facilities, rooms & conference facilities. "Jaypee DelCourt", Town Centre offers 27 well appointed rooms and 36 service apartments for corporate entrepreneurs, expats, business and leisure stays.

Jaypee Greens Golf & Spa Resort, Atlantis-The Club & Jaypee Del Court hosted the Formula One Management, Drivers of F-1 Race and other renowned celebrities from across the world during the Formula-1 and related events in October, 2011.

On the opening of Yamuna Expressway, we expect a change in the travel pattern of international and domestic tourists, who are moving into and out of Agra from Delhi NCR whereby properties at Greater Noida would surely benefit.

The Company's Hotels at New Delhi, Agra and Mussoorie have been accredited with ISO 9001 for Quality Management System (QMS), ISO 14001 for Environment Management System (EMS), ISO 22000 for Food Safety Management System (FSMS) and Hazard Analysis and Critical Control Point (HACCP).

It is the endeavour of the Company to tirelessly strive to maintain befitting growth rate in the hotel business and keep the staff and executives of the hotel well motivated and enthusiastic for facing new challenges emerging from the changing tastes of different segments of tourists and travelers and to establish a distinct niche in the hotel industry. The Company is confident to achieve better quotient of customers' satisfaction and to achieve higher growth coupled with optimization of the resource utilization.

Keeping in view the performance and future prospects of the Hospitality Sector, the business of the hotel division is poised for sustained growth and the outlook is bright.

4.0 REAL ESTATE DIVISION

Jaypee Greens, Greater Noida

The Company's prestigious project - Jaypee Greens, Greater Noida spread across 452 acres is the maiden golf-centric residential development. The project integrates Luxury villas and Apartments with an 18-Hole Greg Norman Signature golf course, 9 Hole chip & putt golf course, landscaped parks and lakes along with an integrated sports complex, 60 acre Nature Reserve Park, a 5 star spa resort, Town Centre, etc. The project has received an overwhelming response from investors.

Jaypee Greens Wish Town Noida

Second real estate project – Jaypee Greens Noida - being developed by the Jaypee Group is a bench mark for extraordinary lifestyle experiences. Spread over 1063 acres, it has been designed as a new exciting place to Live-Work-Play. It offers wide range of residential options ranging from independent homes to high-rise apartments and penthouses, along with host of other amenities such as numerous Graham Cooke designed golf facilities, Super specialty medical centers, educational facilities, landscaped parks and lakes, various recreational facilities and entertainment hubs and commercial centers.

During the year the company further consolidated its position in Luxury Apartments – Jaypee Greens Boomerang Residencies and Jaypee Greens Pebble Court. Your company also launched Commercial Space – Jaypee Chambers and Residential Apartments – Jaypee Greens Garden Isles.

Jaypee Greens AMAN

Jaypee Greens third residential project Jaypee Greens AMAN at Sector 151, Noida is located on the Noida-Greater Noida Expressway and offers 2 & 3 BHK apartments spread over 89 acres. This project also comprises Chip & Putt golf course, Gardens, Walkways, Fountains, Sports facilities, Social amenities like Shopping Complex, Social Club with Swimming pools, Gymnasiums, Primary and Senior Secondary Schools, Creche, Kid's play area, etc.

Last year, Phase II of the project was launched with 2/3 BHK apartments which received a very encouraging response from customers.

Jaypee Greens Sports City

Jaypee Greens Sports City located on the Yamuna Expressway spread over 5000 acres, is the latest project launched by Jaypee Greens and comprises India's first International Motor racing track, International standard cricket stadium, a 15.7 kms long green boulevard and much more. Your company successfully hosted the India's First F1 race in October, 2011 and next F1 race is scheduled for October, 2012. The development of Sports City, inter-alia, comprises various thematic districts offering residential, sports, commercial and institutional facilities. The commercial zone will offer well defined areas for elaborate financial and civic centers, along with Residential

Districts which will have a vast range of products including villas, town homes, residential plots and mid to high rise apartment blocks, with regular water supply and 24 hours electric power supply, to suit the requirements of all.

During the year, Residential Plotted Development "Jaypee Greens – Yamuna Vihar" was successfully launched. Commercial Space – Jaypee Square (Shop-Cum-Office) was a great success too. High Rise Apartments, Jaypee Greens - The Kove - introduced last year continues to do well and received excellent response.

A new product comprising residential plots of Jaypee Greens - Country Homes II - has been recently introduced in the market. The plotted development is set amidst a healthy and pollution-free neighborhood with numerous facilities like a chip & putt Golf course, various themed gardens, children play areas, etc.

Work on all these projects being developed & marketed by your Company is progressing satisfactorily.

DIVERSIFICATION

A. WIND POWER PROJECT

The Company has been operating Wind Power Project of 49 MW (40.25 MW in Maharashtra and 8.75 MW in Gujarat), which was fully commissioned on 31st March, 2008. Out of the aggregate capacity of 49 MW, 16.25 MW (13 generators each of 1.25 MW) was commissioned during December 2006 to March 2007 at Dhule in Maharashtra. The remaining 32.75 MW was commissioned at Sangli, Maharashtra (24 MW- 16 generators each of 1.5 MW) during September 2007 to March 2008 and at Kutchh, Gujarat (8.75 MW- 7 generators each of 1.25 MW) in March 2008. The electricity generated from the project is being sold to Maharashtra State Electricity Distribution Company Ltd. (MSEDCL) in Maharashtra and Gujarat Urja Vikas Nigam Limited (GUVNL) in Gujarat. The energy sold and the revenue from sale of electricity during the year under report were 91.26 Mn units and ₹ 35.57 crores against 78.8 Mn units and ₹ 29.81 crores respectively in the year 2010-11.

B. DEVELOPMENT OF COAL BLOCKS IN MADHYA PRADESH

The Company had been awarded rights for mining of coal in Mandla (North) Coal Block in Distt Chhindwara (MP). Necessary steps have been taken to obtain various clearances including Environment Clearance. Coal from this Block shall be available for captive consumption for Cement Division of the Company.

Besides the above, the Company has entered into three separate joint venture agreements (JVAs) with Madhya Pradesh State Mining Corporation Limited (MPSMCL) for development and mining of coal from coal blocks allotted to MPSMCL. All these three Joint Venture Companies (JVCs) have identical shareholding ratio of 51 : 49 between MPSMCL and your company and as such these companies

are government companies. The management control of these three JVCs are vested with your company. Under the JVAs, your company shall be the mine developer for all the three JVCs.

The first JVC namely Madhya Pradesh Jaypee Minerals Limited (MPJML) is developing a coal block at Amelia (North) at Singrauli District in the State of Madhya Pradesh. The second JVC namely MP Jaypee Coal Limited (MPJCL) is in the process of developing a coal block at Dongri Tal-II at Singrauli in Madhya Pradesh. Coal from these coal blocks shall be mined for supply to the 2 x 660 MW super-critical thermal power plant at Nigrie, Madhya Pradesh being set-up by Jaiprakash Power Ventures Limited (JPVL). The third JVC i.e. MP Jaypee Coal Fields Limited (MPJCL) has been incorporated for mining and sale of coal from Mandla (South) coal block in District Chhindwara, Madhya Pradesh.

Project activities relating to mine development have been completed in the case of the first JVC i.e. MPJML. Various statutory approvals and clearances from concerned authorities are in place. Report on compliance of conditions mentioned in Stage -1 Forest Clearance was submitted to MoEF who made some observations and desired preparation of Wild Life Conservation Plan. The matter is actively being pursued for early preparation of the above plan for approval of MoEF. Once final clearances from MoEF and Forest are received, this JVC shall start mining of coal.

The second JVC viz MPJCL is in advance stage of mine development with various clearances from the concerned authorities in place.

The third JVC viz MPJCL has received various clearances for mine development and remaining clearance are under consideration with the government authorities.

C. ENERGY FROM MUNICIPAL SOLID WASTE (MSW) AT CHANDIGARH

The Plant is operating successfully taking daily garbage of the city of Chandigarh as per agreement. The plant is serving the twin purpose of keeping the city clean and to conserve the energy resources available in the form of producing fuel called Refused Derived Fuel (RDF). RDF (in fluff form), the final product of the plant, is being disposed off commercially and is becoming popular as a good substitute of conventional fuel in the industry located around Chandigarh.

D. DIVERSIFICATION INITIATIVES

Company's other diversification initiatives include setting-up of pit-head based Thermal Power Station, construction of Expressways, development of Sports Complex, Fertilizer business and Aviation project. These are being implemented through different subsidiaries of the Company. Details of these initiatives are furnished under the heading Subsidiaries.

SUBSIDIARIES

During the year under report, your Company had following subsidiaries which are engaged in different business activities:

1. Jaiprakash Power Ventures Limited
2. Jaypee Arunachal Power Limited
3. Jaypee Powergrid Limited.
4. Sangam Power Generation Co. Limited
5. Prayagraj Power Generation Co. Limited
6. Jaypee Meghalaya Power Limited
7. Bhilai Jaypee Cement Limited
8. Bokaro Jaypee Cement Limited
9. Gujarat Jaypee Cement & Infrastructure Limited
10. Jaypee Cement Corporation Limited
11. Jaypee Assam Cement Limited (w.e.f.30.08.2011)
12. Jaypee Infratech Limited
13. Jaypee Ganga Infrastructure Corporation Limited.
14. Himalyan Expressway Limited
15. Jaypee Agra Vikas Limited
16. Jaypee Sports International Limited
17. Jaypee Fertilizers & Industries Limited
18. Himalayaputra Aviation Limited (w.e.f. 23.07.2011)

Accordingly, the accounts of 18 subsidiaries have been consolidated with the accounts of your Company.

The status of the aforesaid subsidiaries is as under:

POWER AND RELATED BUSINESS

1. JAIPRAKASH POWER VENTURES LIMITED (JPVL)

OPERATIONS

The Company now has three operative Hydro-Electric Power Plants, namely,

- i) 300 MW Jaypee Baspa-II Hydro-Electric Power Plant in Himachal Pradesh;
- ii) 400 MW Jaypee Vishnuprayag Hydro-Electric Power Plant in Uttarakhand; and
- iii) 1000 MW Jaypee Karcham Wangtoo Hydro-Electric Power Plant in Himachal Pradesh.

The Company is also implementing two Thermal Power Projects, namely,

- i) 1320 MW (2 x 660 MW) Jaypee Nigrie Super Thermal Power Project in Nigrie, Distt. Singrauli in Madhya Pradesh.
- ii) 1250 MW Jaypee Bina Thermal Power Plant in Madhya Pradesh (Phase-I of 500 MW shall be fully commissioned in FY 2012-13.)

The performance of the Company's operative Plants, their plant availability and the Energy Generation during the year under report were very good. The Plant Availability and Energy Generation of each of the Plants for the Financial Year from 1st April, 2011 to 31st March, 2012 were as under:

Plant	Plant Availability (%)	Net Saleable Energy Generation (Million Units)
BASPA-II (300 MW)	99.97	1221.83
Vishnuprayag (400 MW)	98.58	1889.20
Karcham Wangtoo (1000MW)	99.70	2248.12

NATIONAL AWARDS

Baspa-II Hydro Power Plant was conferred with Gold Shield for the year 2009-10 and a Silver Shield for the year 2010-11, by Ministry of Power, Government of India under the category 'Performance of Hydro Power Stations'.

1320 MW JAYPEE NIGRIE SUPER THERMAL POWER PROJECT

The implementation of 1320 MW (2 X 660 MW) Jaypee Nigrie Super Thermal Power Project in Nigrie, Distt. Singrauli in Madhya Pradesh is progressing satisfactorily to achieve commissioning of both the units in the year 2014. Supplies from L&T- MHI and Larsen & Toubro Limited for Steam Generator and Steam Turbine Generator respectively are being received timely. All major statutory approvals, required at the current stage of the project are in place. Entire requirement of 5 Million MTPA coal for the project will be met through Amelia (North) and Dongri Tal-II Coal Blocks.

The Financial Closure of the project has already been achieved. As on 31st March, 2012, an amount of approx. ₹ 3776 crore has already been incurred on the Project.

1250 MW JAYPEE BINA THERMAL POWER PLANT

Jaypee Bina Thermal Power Plant is located at Village Sirchopi, Distt. Sagar, M.P. This 1250 MW coal-based Thermal Power Plant is being implemented in two phases comprising Phase I (2x250 = 500 MW) and Phase II (3x250 = 750 MW). First unit of Phase I i.e. 250 MW is expected to be commissioned by July, 2012 and the second unit of 250 MW in further four to six months.

The Company shall supply 70% of the installed capacity for phase-I to Govt. of Madhya Pradesh / MP Power Trading Corporation Ltd. (MPPTCL) in terms of the Power Purchase Agreement executed with them and balance of installed capacity will be sold on merchant power basis. An amount of around ₹ 2700 crores has already been spent upto 31st March, 2012 in this project.

DIVERSIFICATION TO SET-UP CEMENT GRINDING UNITS IN JPVL

With a view to optimally utilize the fly ash that would be generated by the thermal power plants being set up

by JPVL at Nigrie and Bina, it has decided to set-up two cement grinding & blending units, as per details given below :

- i) 4 MTPA Cement Grinding & Blending Unit at Jaypee Nigrie Thermal Power Project.
- ii) 2 MTPA Cement Grinding & Blending Unit at Jaypee Bina Thermal Power Plant.

2. JAYPEE ARUNACHAL POWER LIMITED (JAPL)

Jaypee Arunachal Power Limited (JAPL), a wholly-owned subsidiary of JPVL is implementing the 2700 MW Lower Siang and 500 MW Hironong H.E. Projects in the State of Arunachal Pradesh. Your Company alongwith its associates will ultimately hold 89% of the Equity of JAPL and the balance 11% will be held by the Government of Arunachal Pradesh.

For the 2700 MW Lower Siang Hydro-Electric Project, investigations, land acquisition and seismic data collection are in progress. JAPL is in the process of obtaining clearance from the Ministry of Environment and Forest.

For 500 MW Hironong Hydro-electric Project, Detailed Project Report has been submitted to Central Electricity Authority and is in advance stage of concurrence.

While an amount of around ₹ 206 crore has been spent on the 2700 MW Lower Siang Hydro-Electric Project till 31st March, 2012, around ₹ 28 crore has been spent on 500 MW Hironong Hydro-Electric Project till 31st March, 2012.

3. JAYPEE POWERGRID LIMITED (JPL)

Jaypee Powergrid Limited (JPL), a joint venture of Jaiprakash Power Ventures Limited and Power Grid Corporation of India Limited, a Central Government Power Utility Undertaking has set up 213 Km long 400 Kv Quad Bundle Conductor Double Circuit Transmission Line for evacuation of Power from the pothead yard of 1000 MW Karcham Wangtoo Plant to Abdullapur and LILO of existing Baspa-Jhakri Double circuit line.

Transmission system was commissioned on 6th March, 2012 and has been put under commercial operations w.e.f. 1st April, 2012. Pending capitalization, capital expenditure as on 31st March, 2012 was ₹ 976 crore.

4. SANGAM POWER GENERATION COMPANY LIMITED (SPGCL)

SPGCL was acquired from Uttar Pradesh Power Corporation Limited through competitive bidding process, for implementation of 1980 MW (3x660 MW) Thermal Power Project in Tehsil Karchana of district Allahabad, Uttar Pradesh. Conveyance Deed of land was executed but physical possession was yet to be handed over. In view of order dated 13th April, 2012 of Hon'ble High Court of Judicature at Allahabad, quashing the notification issued by the Government of Uttar Pradesh for acquisition of land, further implications are being examined by the State Government/ Company.

5. PRAYAGRAJ POWER GENERATION COMPANY LIMITED (PPGCL)

PPGCL which was acquired by Jaiprakash Power Ventures Limited from Uttar Pradesh Power Corporation Limited through competitive bidding process, is implementing 1980 MW Thermal Power Project (with permission to add two additional generation units of 660MW each) in Tehsil Bara of district Allahabad, Uttar Pradesh.

All Statutory/Regulatory approvals required for the current stage of the project are in place. Financial Closure for entire debt of ₹ 8085 Crore has been achieved. The supplies from BHEL for Boiler, Turbine and Generator are in progress and the works on the project are progressing satisfactorily.

An expenditure of approx. ₹ 2622 Crores has been incurred on the project till 31st March, 2012.

6. JAYPEE MEGHALAYA POWER LIMITED (JMPL)

JMPL was incorporated by Jaiprakash Power Ventures Limited (JPVL) as its wholly owned subsidiary to implement 270 MW Umngot H.E.P. in the Umngot River Basin of Meghalaya and 450 MW Kynshi-II Hydro-Electric Power Projects in the Kynshi River Basin on Build, Own, Operate and Transfer(BOOT) basis. JPVL alongwith its associates will ultimately hold 74% of the equity of JMPL and the balance 26% will be held by the Government of Meghalaya.

The works on the project are in initial stages. An amount of around ₹ 5.80 crore has been spent on Kynsi-II Hydro-electric Power Project and ₹1.35 crore on Umngot Hydro-Electric Power Project till 31st March, 2012.

CEMENT BUSINESS**7. BHILAI JAYPEE CEMENT LIMITED (BJCL)**

The Clinkerisation plant of BJCL, a joint venture between JAL & SAIL, at Satna and grinding plant at Bhilai are functionally capable of producing at more than the respective rated capacities. However, the grinding plant had been perennially facing shortage of slag due to lesser supply from Bhilai Steel Plant (BSP) than committed under the long-term agreement. Resultantly, there had been significant shortfall in production than planned. The production at the clinkerisation plant, being inter-linked with the production at the grinding plant, has also been facing problem due to restricted outflow of clinker and during the year this plant had to be shut down for two months for large accumulation of clinker stock. The matter regarding augmentation of slag supply is under constant persuasion with SAIL.

8. BOKARO JAYPEE CEMENT LIMITED (BOJCL)

On completion of project activities, the Grinding Unit of the Company, a joint venture between JAL & SAIL, at Bokaro, Jharkhand has been timely and successfully commissioned. Despatch of cement has also started from this unit from June 2011. Though a new entrant in the field, with a good brand image, the Company's product has been well accepted in the market as a premium product.

The cost of the Project, initially estimated at ₹ 405 crores plus a contingency of 10% (₹40.50 crores) i.e. ₹ 445.50 crores, has escalated to ₹ 495 Crores for various factors, beyond control of the Company.

Funding towards the Project Cost up to ₹ 445.50 crore has been financed in terms of the Shareholders' Agreement (SHA) executed between JAL and SAIL. The project cost beyond ₹ 445.50 crore has been financed by JAL through cash contributions made from time to time.

9. GUJARAT JAYPEE CEMENT & INFRASTRUCTURE LIMITED (GJCIL)

GJCIL, is a Joint Venture between JAL and Gujarat Mineral Development Corporation Limited (GMDC), inter-alia, to implement a 2.4 Million tonnes per annum capacity cement plant in District Kutch, Gujarat.

GJCIL requires approximately 484 hectares of land for setting up the Project. The land identified for the Project comprises 27 hectares of Private land and 457 hectares of Government land.

Major part of Private land (22 hectares) has been purchased by GJCIL. However, pending approval and issue of the new Jantri for fixing the rates for valuation of Government land by the Government of Gujarat, the Government land is yet to be acquired by GJCIL. The matter is under active and close persuasion with the State Government.

Further activities on Project implementation shall commence after acquisition of Government land.

10. JAYPEE CEMENT CORPORATION LIMITED (JCCL)

JCCL, a wholly owned subsidiary of your Company, is setting up an integrated cement plant with 3.0 Mn tpa cement grinding capacity alongwith 26 MW captive power plant at estimated project cost of ₹1400 Crores at Shahabad Distt., Gulbarga, Karnataka. The project is scheduled to be commissioned by September 30, 2013.

As stated earlier in this Report, the five undertakings of your Company, viz., South Cement Plant, West Cement Plant, Asbestos Sheet Plants, Foundry and Heavy Engineering Works, stood hived off into JCCL w.e.f. April 1, 2011.

With a view to unlock the shareholders' value, JCCL is now looking for a strategic investor and is also considering other options of restructuring its cement business.

11. JAYPEE ASSAM CEMENT LIMITED (JACL)

For the purpose of setting up a 2 Million Ton per annum capacity Cement Plant in the North Cachar Hills Distt of Assam, in Joint Venture with Assam Mineral Development Corporation Ltd. (AMDC), Jaypee Assam Cement Limited has been formed, as a special purpose vehicle, initially as wholly-owned subsidiary of JAL. The same shall be converted as a Joint Venture Company (JVC) with JAL and AMDC as JV partners having a shareholding ratio of 82:18 between themselves, as per the Shareholders' Agreement.

While JAL shall hold the shares for cash consideration, shares shall be allotted to AMDC in consideration of the exclusive mining rights of the mineral block identified for this Company. Under the SHA, the management and control of the JVC is vested in JAL. The indicative estimate of the Project Cost is ₹1050 Crores with a debt equity ratio of 70 : 30.

Project Status

Pending incorporation of JACL, 750 bighas of land was allotted to JAL in January, 2011 by Dima Hasao Autonomous Council in the vicinity of AMDC land on 30 years' lease. On payment of necessary premium amount, an agreement in this regard has been executed between Dima Hasao Autonomous Council and your Company (JAL). Formal agreement for transfer of this land to JACL shall be executed among JAL, Dima Hasao Autonomous Council and JACL in due course.

Government of India, Ministry of Environment & Forest (MoEF) has, vide its letter F. No. J-11011/420/2011-1A-II(I) dated October 13, 2011, prescribed Terms of Reference for preparation of EIA/EMP Report for the proposed 2 MTPA Cement plant and 35 MW Captive Power Plant. The Company had deployed necessary resources for expeditious collection of data and preparation of EIA/EMP Report for submission to MoEF.

However, due to adverse security situation resulting in loss of precious human life after abduction of one of the senior executives of the Company, all project activities had to be suspended since mid-January 2012.

EXPRESSWAYS AND RELATED BUSINESS

12. JAYPEE INFRATECH LIMITED (JIL)

The construction of Yamuna Expressway, as on 31st March, 2012 was complete as far as the Earth work, Culverts, Vehicular Underpasses and Minor Bridges Interchanges and Pavement Quality Concrete (PQC) / Dry Lean Concrete (DLC). Though the Concession Agreement envisaged the completion of the Expressway by April, 2013, but the Project is expected to achieve commercial operations by June, 2012.

JIL has also been provided the right to develop 25 million square meters of land for commercial, amusement, industrial, institutional & residential purposes etc. in five different locations along the Yamuna Expressway - one in Noida, two in District Gautam Budh Nagar (part of NCR) and one each in District Aligarh & District Agra, Uttar Pradesh. JIL has fully developed its land parcels at Noida and Mirzapur and has sold 109 lac sq. feet area during Financial Year 2011-12 and plans to sell 184 lac sq. feet area during 2012-13.

13. JAYPEE GANGA INFRASTRUCTURE CORPORATION LIMITED (JGICL)

JGICL was incorporated as a wholly-owned subsidiary of

Jaiprakash Associates Limited for implementation of the "Ganga Expressway Project" consisting of the prestigious 1047 km long 8-lane Access-Controlled Expressway connecting Greater Noida with Ghazipur-Ballia along the left bank of river Ganga on Design, Build, Finance and Operate (DBFO) basis together with the development of 12,281 hectares of land parcels at eight different locations in Uttar Pradesh in terms of the Concession Agreement executed between Uttar Pradesh Expressways Industrial Development Authority and JGICL on March 23, 2008.

Preparatory work for the Project was started. Consequent upon the Order of Hon'ble High Court of Allahabad dated 29.05.2009 quashing the Environment Clearance earlier issued by State Environment Impact Assessment Authority (SEIAA), fresh application for the Environmental Clearance was filed which is still pending. Since there are lot of uncertainties in respect of Environment Clearance, due to various developments like farmers unrest etc, the Government of Uttar Pradesh agreed to return the Bank Guarantee on the condition that Company would revive the Bank Guarantee, when called upon after the project gets Environmental Clearance.

14. HIMALYAN EXPRESSWAY LIMITED (HEL)

HEL, was incorporated as a Special Purpose Vehicle (SPV) for the implementation of Zirakpur-Parwanoo Expressway Project in the States of Punjab, Haryana and Himachal Pradesh. The construction of Plain Section of 17.4 km (fourteen lane toll plaza) and 10.19 km By-pass section has been completed and the project stands successfully commissioned.

HEL has started collecting the toll w.e.f. 6th April, 2012. The project was formally inaugurated and dedicated to the Nation on 19th April, 2012 in the presence of Dr. C.P.Joshi, Hon'ble Union Minister, Ministry of Road Transport and Highways, Ms.Kumari Selja, Hon'ble Union Minister, Ministry of Culture and Ministry of Housing & Urban Poverty Alleviation, Shri Bhupinder Singh Hooda, Hon'ble Chief Minister of Haryana, Shri SP Singh Badal, Hon'ble Chief Minister of Punjab and official representative of Prof. Prem Kumar Dhumal, Hon'ble Chief Minister of Himachal Pradesh.

15. JAYPEE AGRA VIKAS LIMITED (JAVL)

JAVL was incorporated as a Special Purpose Vehicle for implementing Project for Development of Inner Ring Road at Agra and other infrastructure facilities, under Integrated Urban Rejuvenation Plan on design, build, finance, operate and transfer basis.

During the year under report, there has not been any significant progress on the project due to non fulfillment of the 'Conditions Precedent to the Agreement' viz. handing over of 90% of ROW land to the Company by December 31, 2011, by Agra Development Authority.

SPORTS AND RELATED BUSINESS**16. JAYPEE SPORTS INTERNATIONAL LIMITED (JSIL)**

JSIL was incorporated on 20th October, 2007. The Company was allotted around 1100 Ha of land for development of Special Development Zone (SDZ) with sports as core activity by Yamuna Expressway Industrial Development Authority (YEA). This area is inclusive of 100 Ha of land to be used for Abadi Development. The core activities are Motor Race Track, suitable for holding Formula One race and setting up a Cricket Stadium of International standard to accommodate above 1,00,000 spectators.

The Motor Race Track known as Buddha International Circuit (BIC) was completed well in time and the Company successfully hosted the First Indian Grand Prix from 28th to 30th October, 2011. The success of the event was acknowledged by winning of many awards and accolades: Best Promoter of the Year – FIA award, Man of the year – BBC Top Gear & Man's World, Motor Sport Award of the Year – CNBC TV Award, Motorsport Award of the Year – Economic Times Zigwheels Award, Best Motorsport Facility – Autotrack Motorsports Award etc. BIC has successfully conducted various events national and international during November, 2011 to April, 2012. BIC is focusing on generation of revenue by placing BIC as one stop destination for Exhibition, concerts, product launches and other promotional activities besides having its regular Indian Grand Prix, next F1 race having been scheduled for October, 2012.

The Company has also made significant progress in development of non core area planned for group housing, plots, multi storey flats, commercial area, institutional, road, open space and other social activities.

FERTILIZER AND RELATED BUSINESS**17. JAYPEE FERTILIZERS & INDUSTRIES LIMITED (JFIL)**

JFIL was incorporated as a wholly owned subsidiary of Jaiprakash Associates Limited to undertake the business of fertilizers and chemicals. The Company is participating as a strategic investor in the Rehabilitation Scheme (Scheme) of Fertilizer Undertaking of Duncans Industries Ltd. (DIL) which has been approved by the Board of Industrial & Financial Reconstruction (BIFR) vide its Order dated 16th January, 2012.

Pursuant to the Scheme, the said fertilizer undertaking stands vested in Kanpur Fertilizers & Cement Ltd. in which your Company is making investments through Jaypee Uttar Bharat Vikas Pvt. Ltd. (JUBVPL). JUBVPL is a joint venture company (with equal equity participation) of your Company and ISG Traders Ltd., an investment arm of DIL.

AVIATION BUSINESS**18. HIMALAYAPUTRA AVIATION LIMITED (HAL)**

HAL was incorporated as a wholly-owned subsidiary on July 23, 2011 under the Companies Act, 1956, pursuant

to the Shareholders' approval accorded on July 19, 2011, to undertake the civil aviation business. It obtained the Certificate for Commencement of Business on July 28, 2011.

The Company has obtained initial NOC from Ministry of Aviation to operate Non-Scheduled Air Transport Services and is taking proactive steps to acquire flying machines, other assets and manpower for its business operations.

CONSOLIDATED FINANCIAL STATEMENTS

The statement as required under Section 212 of the Companies Act, 1956, in respect of the subsidiaries of the Company is annexed and forms an integral part of this Report. The consolidated financial statements of the Company and its subsidiary companies, prepared in accordance with Accounting Standards AS-21 "Consolidated Financial Statements" prescribed by the Institute of Chartered Accountants of India, form part of the Annual Report and Accounts.

In terms of the general exemption granted under Section 212 (8) of the Companies Act, 1956 by the Ministry of Corporate Affairs vide its General Circular No.2/2011 dated February 8, 2011, the Audited Balance Sheets as at March 31, 2012 of the subsidiaries of the Company have not been attached to the Balance Sheet of the Company. However, the requisite information in aggregate for each subsidiary including subsidiaries of subsidiaries has been disclosed in the consolidated Balance Sheet of the Company.

The annual accounts of the subsidiary companies and the related detailed information will be made available to the shareholders of the Company and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies will also be kept for inspection by any shareholders in Company's Head Office and also that of the subsidiaries. Further, the Company shall furnish a hardcopy of annual accounts of subsidiaries to any shareholder on demand. The Company has also uploaded the details of the accounts of individual subsidiary companies on its website i.e. www.jalindia.com.

The Directors are of the opinion that the subsidiaries and Joint Ventures of your Company have bright future.

OUTLOOK

Keeping in view the performance and future prospects of the Company's business, the expansions and diversifications being undertaken and the business of its subsidiaries, your Company is poised for sustained growth and the outlook is bright.

DIRECTORATE

During the period under report, Dr. J.N. Gupta, Independent Director, resigned from the Directorship of the Company and consequently ceased to be a Director of the Company w.e.f. February 14, 2012. Further, Shri M.S. Srivastava, Director resigned from the Directorship of the Company w.e.f. May 25, 2012. The Board placed on record its appreciation for the valuable contribution of Dr. J.N. Gupta and Shri M.S. Srivastava during their tenure as Directors of the Company.

Ms. Homai A. Daruwalla has been appointed as Additional Director of the Company w.e.f. February 14, 2012. Ms. Homai A. Daruwalla is an Independent Director on the Board of the Company. Necessary proposal for her appointment as Director of the Company has been included in the Notice of the Annual General Meeting for your approval.

S/Shri S. K. Jain, Ranvijay Singh, R. N. Bhardwaj, B.K. Taparia and S.C. Bhargava would retire by rotation at the forthcoming Annual General Meeting of the Company. Proposals for their re-appointment have been included in the Notice of the Annual General Meeting for your approval.

DEPOSITS

Fixed deposits received from the shareholders and the public as on March 31, 2012 stood at ₹ 2061.70 Crores. Deposits of ₹ 9.53 Crores due for repayment on maturity remained unclaimed by the Depositors as on March 31, 2012, most of which were subsequently claimed/renewed.

PARTICULARS OF EMPLOYEES

A statement showing the particulars of employees, pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, is annexed and forms an integral part of this Report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars with respect to conservation of energy, technology absorption, foreign exchange earnings & outgo, pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended March 31, 2012 are annexed and form an integral part of this Report.

NOTES ON ACCOUNTS

The observations of Auditors and Notes on Accounts are self-explanatory.

AUDITORS

Statutory Auditors:

M/s. M.P. Singh & Associates, Chartered Accountants, Auditors of the Company shall retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

Secretarial Auditors:

As a measure of good Corporate Governance practices being followed by the Company, M/s Chandrasekaran Associates, Company Secretaries, were voluntarily re-appointed to conduct the Secretarial Audit for the financial year 2011-12. The Secretarial Audit Report for the financial year ended March 31, 2012 forms part of the Annual Report.

Cost Auditors:

For the financial year 2011-12, the Board of Directors of the

Company had re-appointed, on the recommendation of the Audit Committee, M/s. J.K. Kabra & Co., Cost Accountants, (Firm's Registration No. 2890), as Cost Auditors for auditing the cost accounts in respect of the Cement products pertaining to various units of the Company. Their appointment was approved by the Central Government. In terms of The Companies (Cost Audit Report) Rules, 2011 the cost audit report relating to Cement Plants of the Company, for the financial year ended March 31, 2011, had been filed within the due date, on September 27, 2011 with the Cost Audit Branch of the Ministry of Corporate Affairs.

For the financial year 2012-13, the Board of Directors of the Company have appointed, on the recommendation of the Audit Committee, M/s. J.K. Kabra & Co., as Cost Auditors of the Company for auditing the cost accounts relating to the products 'Cement & Clinker' and 'Wind Power'.

CORPORATE GOVERNANCE

Report on Corporate Governance and Management Discussion & Analysis Report, in terms of Clause 49 of the Listing Agreement are annexed and form part of this Annual Report. A certificate from the Auditors confirming compliance with the conditions of Corporate Governance is also annexed.

The Company is complying with the Corporate Governance norms laid down in Clause 49 of the Listing Agreement. Further, the Company is implementing, in a phased manner, recommendations contained in the Corporate Governance Voluntary Guidelines, 2009 issued by Ministry of Corporate Affairs, Government of India, details of which are given under the head "Voluntary Guidelines on Corporate Governance" in the Corporate Governance Report forming part of this Report.

EMPLOYEE RELATIONS

Employee relations continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the excellent spirit with which the entire team of the Company worked at all sites and other offices and achieved commendable progress.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, certifications by the CEO and CFO to the Board of Directors and after due enquiry, confirm in respect of the audited annual accounts for the year ended March 31, 2012 :

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures;
- ii) that the Directors had, in consultation with the Statutory Auditors, selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2012 and the profit of the Company for that period;

- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for and gratitude to various Departments and Undertakings of the Central and State Governments, Industrial Development Bank of India, The Life Insurance Corporation of India, General Insurance Corporation of India and its Subsidiaries, IFCI Limited, ICICI Bank Ltd., AXIS Bank Limited, Export-Import Bank of India and Consortium of Banks and valued customers, for their valuable support and co-operation.

Your Directors also wish to place on record their appreciation of the wholehearted and continued support extended by the Shareholders and Investors, which had always been a source of strength for the Company.

On behalf of the Board

MANOJ GAUR
Executive Chairman

May 30, 2012

ANNEXURE TO THE DIRECTORS' REPORT

Information in pursuance to Sub-section 2A of Section 217 of the Companies Act, 1956 is given below:

Name of Employees, Designation/ Nature of Duties, Gross Remuneration (₹), Qualification, Age (in years), total Experience (in years), Date of commencement of Employment, Previous Employment:

A. Employed throughout the year and in receipt of remuneration aggregating ₹60,00,000/- or more per annum

1. Shri Manoj Gaur, Executive Chairman & CEO, ₹ 48,624,777, B.E. (Civil Hons.), 48, 27, November 1, 1985, Jaiprakash Industries Limited.
2. Shri Sunil Kumar Sharma, Executive Vice-Chairman, ₹ 32,917,203, B.Sc., 52, 34, January 1, 1986, Jaiprakash Industries Limited.
3. Shri Sunny Gaur, Managing Director (Cement), ₹17,888,513, Graduate, 43, 19, February 1, 1992, Jaiprakash Industries Limited.
4. Shri Pankaj Gaur, Joint Managing Director (Construction), ₹16,096,224, B.E (Instrumentation), 41, 19, March 12, 2004, Jaiprakash Industries Limited.
5. Shri S. D. Nailwal, Whole-time Director, ₹10,298,854, B.A.(Com.), F.C.S., 64, 46, July 1, 1986, Jaypee Hotels Limited.
6. Shri R. K. Singh, Whole-time Director, ₹10,237,161, B.Sc., B.E (Hons.), (Civil Engineering), 67, 44, September 1, 2007,

Railway Board, Indian Railways

7. Shri Ranvijay Singh, Whole-time Director, ₹13,953,792, B.E. (Civil), 46, 24, December 14, 2007, Gujarat Anjan Cement Limited.
8. Shri Rahul Kumar, Whole-time Director & C.F.O., ₹12,725,497, F.C.A., 44, 19, November 1, 2006, Jaiprakash Enterprises Limited.
9. Dr. Yajulu Medury, Chief Operating Officer (Education), ₹9,943,603, Ph.D (Engineering Mechanics), 54, 27, December 15, 2001, Educational Consultants India Limited.
10. Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary, ₹10,310,005, B.Com., D.C.P., LL.B, F.C.S., 58, 39, January 1, 1986, Jaiprakash Industries Limited.
11. Shri Ashok K. Sharma, Executive President, ₹6,890,200, M.Sc., 58, 38, April 1, 1995, Jaypee Technical Consultants Private Ltd.
12. Brig. Yogendar Parimu, President, ₹6,768,206, B.E.(Civil), 71, 49, July 1, 1995, Corps of Engineers, Indian Army.
13. Shri Atal Behari Kaushal, President, ₹ 6,110,354, B.Sc. Engg. (Mech.), 72, 46, December 3, 1997, CCI.
14. Shri B.P.S. Kwatra, Advisor (Marketing Co-od.), ₹ 7,154,873, M.SC.(AG), 69, 44, January 2, 2003, Prism Cement Limited.
15. Shri Ram Bahadur Singh, C.F.O. (Cement), ₹ 11,641,320, F.C.A., 62, 39, July 15, 1993, THDC Limited.
16. Shri Ashok Kumar Dembla, President, ₹ 7,166,322, B.E.(Chemical), A.I.M.A., 53, 31, April 2, 2009, Humboldt Wedag International.
17. Shri Alok Gaur, Executive President, ₹7,167,916, B.E.(Electrical), 49, 26, December 1, 2009, Gujarat Anjan Cement Limited.
18. Shri Vijai Kumar Jain, Chief Technology Officer (Cement), ₹12,365,493, B.E.(Mechanical), 61, 41, June 2, 1999, Prism Cement Limited.
19. Shri Naveen Kumar Singh, Executive President, 13,970,491, B.Com, 37, 14, September 1, 1997, Jaypee Cement Limited.
20. Shri Amit Sharma, Executive President, 8,343,976, B.E.(Instrumentation) & M.B.A., 43, 21, April 1, 2011, MP Jaypee Minerals Limited.
21. Shri G. V. Bhatt, Sr. President, ₹6,874,577, B.Sc. Engg. (Mech.), 69, 46, July 10, 1995, Rajasthan Beverages.
22. Shri Ajay Sharma, Executive President, ₹ 10,574,061, M.B.M.(H.R.), LL.B., 56, 33, April 26, 1986, J.K. Synthetics Limited.
23. Shri Bhanwar Lal Saini, Sr. President, ₹7,341,723, Dip. in Mech., A.M.I.E, 64, 45, October 25, 2005, Kesoram Industries Limited.
- B. Employed for part of the year and in receipt of remuneration aggregating ₹ 5,00,000/- or more per month.**
 1. Shri Grant Raymond Jeffries, General Manager, ₹4,728,936, M.B.A., 43, 24, March 2, 2010, Centra Grand Island Maldives.

2. Shri Allan Henry Le Roux, General Manager (Tolling), ₹3,390,909, N5 Digital Electronics, 50, 33, September 1, 2009, Soma – Isolux NH One Tollway Pvt. Limited.
3. Shri Karlheinz Klaus, General Manager, ₹ 2,511,377, Diploma in Mech. Engg., 61, 30, January 15, 2010, Polysius, Germany.

Notes:

1. Gross remuneration includes Salary, House Rent and other perks like Medical Reimbursement, Leave Travel Assistance, Furnishing Allowance, Company's contribution towards Provident Fund etc. but excludes provision for Gratuity & Leave Encashment.
2. Shri Manoj Gaur, Executive Chairman is brother of Shri Sunny Gaur, Managing Director (Cement). Shri Naveen Kumar Singh, Executive President is brother of Shri Ranvijay Singh, Whole-time Director.
3. Executive Chairman, Executive Vice-Chairman and Whole-time Directors hold their respective offices for a period of five years from the date of their appointment/re-appointment.
4. The nature of employment of employees is regular and is governed as per service rules of the Company. They perform such managerial duties in their respective area of expertise as assigned from time to time.
5. The other terms & conditions of each of the above persons are as per the contract/ letter of appointment / resolution and rules of the Company.

Information pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming part of the report of the Board of Directors for the year ended March 31, 2012

A. Conservation of Energy

The Company is engaged in the business of Integrated Engineering Construction and operates at the locations of its clients and uses electric energy for implementation of various projects undertaken by it.

Besides, the Company is also engaged in the business of manufacture and marketing of Cement and owns five star hotels at New Delhi, Mussoorie and Agra and a Golf Course with associated recreational and residential facilities at Greater Noida as part of its Real Estate Business.

The Company ensures that all possible measures are taken to conserve energy including identification of potential areas of saving energy, installation of energy efficient equipment such as capacitor control panels to improve power factor and use of energy efficient lamps and compact florescent lamps, wherever possible.

The energy conservation measures undertaken by the Company ensure savings in energy costs and thereby improving operational efficiency. There are no specific

additional investments or proposed investments for reduction of consumption of energy since the primary investments decisions are always taken such that energy is spent to the minimum level. In particular, the Company has taken following measures for conservation of energy:

Form A prescribed under the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 in respect of Cement Business is appended.

Energy Conservation Measures**At Rewa Plant**

- i. Cement Mill-1 & 3 water pump for separator circuit water pump replaced with high efficiency pump.
- ii. 551 FNA dust collector discharge Rotary Air Lock fixed in place of double flap valve in Cement Mill-1.

At Bela Plant

- i. Installation of APFC Unit for Improvement of Power Factor.
- ii. Installation of Soft starter in identified motors for power saving.
- iii. Installation of GRR in Coal Mill main drive to reduce Power Consumption.

At Sidhi Plant

- i. Cement mill transportation group interlocking is changed for 20 Min instead of 30 Min results in power saving.
- ii. Interlocking of bag filters of clinker feeding grouped with DBC results in power saving.
- iii. Compressor loading / unloading has been optimized from 8 kg/cm² to 7 kg/cm² without affecting plant operation.

At Dalla Plant

- i. Modification at VRM inlet gas path to increase gas flow for improvement in productivity & power saving by 2 KWH/MT.
- ii. RM dip tube reduce by 200 mm for each cyclones, to reduce pressure drop by 40 mmwg for power saving of 70 KW.
- iii. RM central discharge blower of 30 KW replaced by 9.3 KW blower to save power.

At Sikandrabad Plant

- i. On the basis of air consumption study, air has been given to plant and bag house by one compressor instead of two results in power consumption.
- ii. Packer discharge chute was extended upto loader belt and one belt conveyor has been stopped.

At Baga Plant

Variable Frequency Drives installed for Swirl air fan for better control and reduce of energy consumption.

At Bagheri Plant

Additional Capacitor Banks installed which improve Power factor from 0.93 average to 0.99 average.

At Roorkee Plant

- i Unloading of Dry Fly Ash directly at fly ash bin from Bulkheads instead of unloading first at silo and then transporting it from Silo to bin results in Power Saving.
- ii Modified the Conveyor to feed the open yard clinker directly at cement mill hopper instead of clinker silo.

At Panipat Plant

- i Installation of Clinker feeding elevator Current Display Unit at dump hopper to control feeding of clinker.
- ii Capacitors were connected at motor termination to reduce Power Consumption.

B. Research and Development

Research and Development work in respect of new engineering techniques for achieving higher efficiencies is a continuous process in the Company.

C. Technology absorption, adaptation and innovation

For efficient execution of contracts awarded to the company, it imports various items of equipments in order to ensure use of contemporary technology. The company has, inter-alia, taken the following steps towards technology absorption, adoption and innovation:

At Rewa Plant

Technology already absorbed

- i Mill-3 KCP bag filter discharge chute connected to product air slide modified.
- ii Service Air Compressor -2 nos , high efficiency inter cooler installed in Unit-II to reduce motor current.

At Bela Plant

Technology already absorbed

- i Cooler water spray system has been upgraded for better cooling of clinker and improved ESP efficiency.
- ii Installation of 600 KVAR LT Capacitor with controller for improvement in Power Factor.
- iii Upgradation of bag filter for fly ash silo to meet the requirement of Pollution Control Board.
- iv Modification of bulk loading system with weighing arrangement.
- v Upgradation of bag filter for Packer No.2 & 3 for enhanced life of bags and performance of bag filter.

Technology under absorption

- i Upgradation of XRF X-ray machine in lab.
- ii Upgradation of PA system for better and efficient system between field and CCR.
- iii Upgradation of cooler ESP to meet the requirement of Pollution Control Board.

At Sidhi Plant

Technology already absorbed

- i During plant shut down K.5 fan or C.5 fan was running continuously with RABH fan to provide suction inside the kiln. Now RABH fan is stopped by opening fresh air dampers which results in power saving during shut down.
- ii Dedusting bag filter for Kiln feed elevator (stand by) was running continuously. Now it is stopped by slight modification in dedusting line results in power saving.
- iii CF silo elevator was running continuously even after the Raw Mill stops. Interlocking of this elevator is done with the surge bin level results in power saving.

Technology under absorption

- i Modification in the height of Raw Mill reject elevator can improve the Raw Mill output and reduce the power consumption.
- ii Total eight rotary airlocks are installed below cooler ESP hopper. Four of them can be removed by modifying the current position of rotary airlocks by which power can be reduced upto 50%.
- iii Installation of V/F system for Cement Mill Bag house to reduce the power consumption.

At Dalla Plant

Technology already absorbed

- i Plant Lighting : To Optimise lighting circuit voltage by installing lighting energy savers.
- ii PC firing bag filter discharge flap valve replaced by Rotary feeder.
- iii V-Separator inlet duct modified to increase gas velocity and to avoid material accumulation for efficient operation of V-Separator.
- iv Installation of Hi-Chrome liners along with flow control diaphragm for increasing output of Cement Mill and reduce Power Consumption.

Technology under absorption

- i Installation of coal wagon tripper, circular stacker and reclaimer for better blending of coal.
- ii Reduction in length of drying chamber by shifting diaphragm to increase output of Raw Mill from 120 TPH to 125 TPH.
- iii Installation of clinker and gypsum weigh feeder for Cement Mill -1 to increase output of the mill.
- iv Installation of conveyor belt in place of pneumatic conveying for Raw Meal transfer from K-4 Roller Press to K-5 silo feed Bucket Elevator for Power Saving.

At Chunar Plant

Technology already absorbed

- i Increase Mill output from 42 TPH to 72 TPH and reduction in Power Consumption from 42KWH/MT to 36 KWH/MT of cement grinding.
- ii Classifier Fan : Installation of VFD drive for classifier fan in cement mill for power saving.
- iii Upgradation of Cement Transport Belt Conveyor to increase the feeding capacity from 400 TPH to 800 TPH.

Technology under absorption

- i Upgradation of existing old TRF wagon tripler.
- ii Cold Fog System - Installation of Cold Fog System at transfer point to control the dust emission.
- iii Installation of MV drives in Cement Mills main bagfilter fans for energy conservation.

At Sikandrabad Plant

Technology already absorbed

- i Clinker Weigh Feeder Chute has been modified to segregate clinker lumps automatically and weigh feeder calibration can also be done as required.
- ii Hot Air Duct from Mill Bag Filter to Mill inlet has been installed which has increased the air temperature in the range of 10 - 12 degree to optimize the Roll Press operation.

Technology under absorption

- i Installation of Variable Frequency Drive in Compressor will reduce the power consumption during the unloading time of compressor.
- ii Installation of capacitor Bank in HT bus of Load Center will result in achieving target power factor and consequently increase in Tariff Rebate.

At Baga Plant

Technology already absorbed

- i Modification to Cooler fan has been done to increase the thermal efficiency and better cooling of Clinker.
- ii Hot Air Duct installed from Cooler to Cement Mill for drying the Wet fly ash in VRM.
- iii Additional Air Blaster in Kiln inlet for smooth operation of Kiln with Pet Coke.

Technology under absorption

- i Jet Air Blower (Stand By) to be operated through VVFD to regulate speed / reduce energy consumption.

- ii One belt bucket elevator to be installed near Coal Mill to feed directly coal from ground to Mill hopper (Use in case of problem in Coal feeder system.)

At Bagheri Plant

Technology already absorbed

Voltage Variable Frequency Drive at Cement Mill vent Fan installed for power consumption saving.

Technology under absorption

Variable Voltage Variable Frequency Drives for Fly Ash Classifier Bag House Vent to operate with Continuous Speed Control.

At Roorkee Plant

Technology already absorbed

- i Modification was done in Clinker Belt feeder below clinker dump hopper to avoid material spillage for better house keeping and operational efficiency.
- ii Packer tangential conveyor were modified for better operational efficiency.

Technology under absorption

- i Variable Frequency Drive panels to be installed in Cement Mill to regulate the speed results in Power Consumption.
- ii All pendulam flap is to be replaced by Rotary Air Lock for better efficiency of bag filters.

At Panipat Plant

Technology already absorbed

Standby air slide blower was installed in cement silo to support existing air slide blowers in case of break down.

Technology under absorption

Installation of Variable Frequency Drives in Cement Mill vent Fan motor.

D. Foreign Exchange Earnings and Outgo

The activities related to exports are as under:

1. Export of cement
2. Export income from hospitality business
3. Export income from real estate business

The Company is making continuous effort to explore and develop the existing as well as new export markets for its products. However, there is no specific export plan for the same.

Particulars of Foreign Exchange earnings and outgo are given in Notes to the Accounts under Note No.48[C], [D] & [E].

FORM A
A: POWER & FUEL CONSUMPTION
CURRENT YEAR
31.03.2012
PREVIOUS YEAR
31.03.2011
I ELECTRICITY
(a) PURCHASED

UNITS (KWH)	347,587,978	331,277,980
TOTAL AMOUNT (₹)	1,655,514,990	1,628,460,317
RATE PER UNIT (₹)	4.76	4.92

(b) OWN GENERATION
(i) THROUGH DIESEL GENERATION

UNITS (KWH)	5,536,959	47,708,692
UNITS PER LITRE OF-		
-DIESEL & FURNANCE OIL (KWH)	3.30	2.47
COST PER UNIT (₹)	23.43	9.96

(ii) THROUGH THERMAL GENERATION

UNITS (KWH)	852,202,441	994,478,879
UNITS PER TON OF COAL (KWH)	927.60	897.46
COST PER UNIT (₹)	3.93	3.22

(iii) THROUGH THERMAL GENERATION

(TRIAL RUN)		
UNITS (KWH)	-	-
UNITS PER TON OF COAL (KWH)	-	-
COST PER UNIT (₹)	-	-

II. (a) COAL FOR KILN
QUALITY
GRADE SLACK/STEAM/ PET
COKE/IMPORTED COAL
A,B,C,D & RB1
WHERE USED
CALCINISING OF
RAW MEAL

QUANTITY USED (M.T.)	1,366,104	1,592,017
TOTAL COST	9,392,428,825	8,162,569,481
AVERAGE RATE PER M.T./₹	6,875.34	5,127.19

II. (b) COAL FOR CPP
QUALITY
GRADE SLACK/STEAM
ROM ,C D & F
GRADE SLACK/STEAM
ROM ,C D & F
WHERE USED

	BOILER	BOILER
QUANTITY USED (M.T.)	1,092,570	1,378,076
TOTAL COST	3,438,912,293	3,516,890,738
AVERAGE RATE PER M.T./₹	3,147.54	2,552.03

III FURNACE OIL
N/A
IV OTHERS/INTERNAL GENERATION
N/A
B: CONSUMPTION PER UNIT OF PRODUCTION

PRODUCT	CEMENT	CEMENT
UNIT	M.T.	M.T.
ELECTRICITY (KWH)	87.16	88.58
FURNACE OIL	N/A	N/A
COAL PER M.T. OF CLINKER	0.140	0.138
COAL QUALITY		
-AVERAGE ASH CONTENTS (%)	32.71	26.47
AVERAGE UHV (Kcal/Kg)	4,267	5,041

FORM B**[See rule 2]****Form for disclosure of particulars with respect to absorption****Research and development (R & D)**

1. Specific areas in which R & D carried out by the Company.
2. Benefits derived as a result of the above R & D.
3. Future plan of action.
4. Expenditure on R & D:
 - (a) Capital
 - (b) Recurring
 - (c) Total
 - (d) Total R & D expenditure as a percentage of total turnover.

R & D is a part of continuous process in the Company.

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
 - (a) Technology imported.
 - (b) Year of import
 - (c) Has technology been fully absorbed?
 - (d) If not fully absorbed, areas where this has not taken place, reasons therefor and future plans of action

Information is part of the details given under the head 'Information pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 forming part of the report of the Board of Directors for the year ended March 31, 2012.'

NIL

SECRETARIAL AUDIT REPORT

The Board of Directors,
Jaiprakash Associates Limited,
Sector – 128, Noida - 201304,
Uttar Pradesh.

We have examined the registers, records and documents of **Jaiprakash Associates Limited (the Company) for the financial year ended 31st March 2012** in the light of the provisions contained in-

- The Companies Act, 1956 and the Rules made thereunder.
- The Depositories Act, 1996 and the Rules made thereunder and the bye-laws of the Depositories who have been given the requisite Certificates of Registration under the Securities and Exchange Board of India Act, 1992
- The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
- The Securities and Exchange Board of India Act, 1992 and the Rules, Guidelines and Regulations made thereunder including:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992 and
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines 1999
 - The listing agreement with the National Stock Exchange and with the Bombay Stock Exchange

A. Based on our examination and verification of the records made available to us and according to the clarifications and explanations given to us by the Company, we report that the Company has, in our opinion, complied with the applicable provisions of the Companies Act, 1956 and the rules made thereunder, listing agreement and of the Memorandum and Articles of Association of the Company, with regard to:

1. Maintenance of various statutory registers and documents and making necessary changes therein as and when the occasion demands.
2. Filing with the Registrar of Companies the Forms, returns and resolutions.

3. Service of the requisite documents by the Company on its members and Stock Exchanges.
4. Composition of the Board, appointment, retirement and resignation of directors.
5. Remuneration of executive and non-executive directors.
6. Service of notice of Board Meetings and Meetings of the committee of directors.
7. Meeting of the Board and its committees.
8. Holding Annual General Meeting.
9. Recording the minutes of proceedings of board meetings, committee meetings and General Meetings.
10. Appointment and remuneration of Auditors.
11. Registration of transfer of shares held in physical mode.
12. Dematerialisation and rematerialisation of shares.
13. Requirement of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) regulations 2011.
14. Requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading regulations) 1992
15. Requirements set out in the listing agreement with the aforementioned stock exchanges.

B. We further report that –

the Company has complied with various requirements relating to disclosures, declarations made by the Directors with respect to directorships, memberships of committees of the Board of Companies of which they are directors, their shareholding and interest of concern in the contracts entered into by the Company in the pursuing its normal business.

**For Chandrasekaran Associates
Company Secretaries**

New Delhi
29.05.2012

Dr. S Chandrasekaran
Senior Partner
FCS: 1644
CP : 715

REPORT ON CORPORATE GOVERNANCE

In the fast changing business scenario, good Corporate Governance helps in achieving long term Corporate Goals of enhancing Stakeholders' value. Corporate Governance focuses on commitment to values adhering to ethical business practices. This includes corporate structures, culture, policies and the manner in which the corporate entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the cornerstone of Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Any Corporate strategy needs to be dynamic, vibrant, responsive to the changing economic scenario and flexible enough to absorb environmental and fiscal fluctuations. It must harness the inherent strengths of available human resources and materials have the capacity to learn from success or failure and, more importantly, ensure growth with human face. This has always been the guiding philosophy in the Company and will continue to be so in future.

The historic structural reforms initiated by the Government in early 90s have irrevocably transformed the Indian business environment landscape. Deregulation and decontrol, dismantling of trade barriers, partial convertibility and encouragement of foreign investment pose challenges to the industry but simultaneously have opened up new avenues for growth.

The current scenario is both vibrant and optimistic. Response, or lack of it, can make or mar a company. The Company has accepted the challenges. Its strengths viz. involvement in the construction of river valley projects, engagement in the business of cement – an essential input

for infrastructure sector which is on sharp focus today, its large net worth and its wealth of dedicated human resources are channelled to great advantage in entering new ventures in the core sector, thus paving the way for sustained growth and through it enhance the stakeholders' value continually.

The Company's philosophy on Corporate Governance aims at attaining the highest level of transparency, accountability towards its stakeholders, including shareholders, employees, the Government and lenders and to maximize returns to shareholders through creation of wealth on sustainable basis.

2. BOARD OF DIRECTORS

The constitution of the Board aims at ensuring Directors commitment to participate in the affairs of the Company with understanding and competence to deal with current and emerging business issues.

The Company's policy does not prescribe any pre-determined or specific tenure for Directors (except Whole-time Directors who are appointed for a term of five years) as this has the inherent advantage of not losing valuable contribution from the Directors who, over the years, have developed insight into the Company and its affairs.

The Board of Directors comprised 20 Directors as on March 31, 2012 out of which 10 were Independent Directors. As per Clause 49 of the Listing Agreement, in case of an Executive Chairman, at least half of the Board should comprise Independent Directors. Our Board, which is headed by Executive Chairman, has 10 Independent Directors.

Details regarding the category of Directors, attendance of Directors at Board Meetings and the last Annual General Meeting (AGM), number of other Directorships and Committee positions held by them in Companies as on March 31, 2012, are given below:

Name & Designation of the Directors	Category	Position	Last Annual General Meeting Attended	No. of Board Meetings attended against 5 meetings held during the year	No. of other Directorships*	Committee Positions held (including in JAL)	
						Chairman	Member
Shri Manoj Gaur, Executive Chairman & CEO	Executive	Promoter	Yes	5	13	-	-
Shri Sunil K. Sharma, Executive Vice-Chairman	Executive	Promoter	Yes	5	10	5	1
Shri Sarat Kumar Jain, Vice Chairman	Non-executive	Promoter	No	4	1	2	-
Shri Sunny Gaur, MD – Cement	Executive	Promoter	No	2	11	-	2
Shri Pankaj Gaur, Jt. MD - Construction	Executive	Promoter	No	-	6	-	-
Shri Viney Kumar (IDBI Nominee)	Non- executive	Independent	Yes	4	1	-	1

Name & Designation of the Directors	Category	Position	Last Annual General Meeting Attended	No. of Board Meetings attended against 5 meetings held during the year	No. of other Directorships*	Committee Positions held (including in JAL)	
						Chairman	Member
Shri A. K. Sahoo (LIC Nominee)	Non-executive	Independent	Yes	4	-	-	1
Dr. B. Samal	Non- executive	Independent	No	3	10	3	5
Shri R.N. Bhardwaj	Non-executive	Independent	Yes	5	9	3	6
Shri B. K. Taparia	Non-executive	Independent	Yes	5	3	2	1
Shri B. K. Goswami	Non-executive	Independent	Yes	5	8	1	4
Shri S. C. Gupta	Non-executive	Independent	Yes	5	2	-	-
Shri S. C. Bhargava	Non – executive	Independent	Yes	3	10	-	4
Shri V. K. Chopra	Non- executive	Independent	Yes	5	11	4	5
Dr. J. N. Gupta (upto 14.02.2012)	Non-executive	Independent	Yes	4	N.A.	N.A.	N.A.
Ms. Homai A. Daruwalla (w.e.f. 14.02.2012)	Non- executive	Independent	N.A.	1	3	1	2
Shri M. S. Srivastava (upto 25.05.2012)	Non- executive	Professional	Yes	5	1	-	-
Shri R. K. Singh	Executive	Professional	Yes	4	3	-	-
Shri Ranvijay Singh	Executive	Promoter	No	1	2	-	-
Shri S. D. Nailwal	Executive	Professional	Yes	5	5	-	4
Shri Rahul Kumar (Wholetime Director & CFO)	Executive	Promoter	Yes	5	7	2	2

Notes:

- Ms. Homai A. Daruwalla was appointed as Additional Director w.e.f. February 14, 2012.
- Dr. J.N. Gupta and Shri M.S. Srivastava ceased to be Directors of the Company w.e.f. February 14, 2012 and May 25, 2012 respectively.
- *Directorships in other Companies have been considered in terms of the provisions of the Companies Act, 1956.
- Committee positions of only two Committees namely Audit Committee and Shareholders'/ Investors' Grievance Committee in only Indian Public Limited Companies whether listed or not, have been considered pursuant to Clause 49 of the Listing Agreement.
- Number of shares and convertible instruments held by Non-executive Directors as on March 31, 2012 are tabulated below:

Sl.No.	Name of Non-executive Directors	No. of Shares held	No. of convertible instruments held
1.	Shri Sarat Kumar Jain	54,48,016	NIL
2.	Shri Viney Kumar (IDBI Nominee)	NIL	NIL
3.	Shri A.K. Sahoo (LIC Nominee)	NIL	NIL
4.	Dr. B. Samal	NIL	NIL
5.	Shri R. N. Bhardwaj	NIL	NIL
6.	Shri B. K. Taparia	18,000	NIL
7.	Shri B.K.Goswami	NIL	NIL
8.	Shri S. C. Bhargava	21,000	NIL
9.	Shri S. C. Gupta	NIL	NIL
10.	Shri V. K. Chopra	NIL	NIL
11.	Shri M. S. Srivastava (upto 25.05.2012)	1,03,540	NIL
12.	Ms. Homai A. Daruwalla	NIL	NIL

NUMBER OF BOARD MEETINGS HELD AND DATES THEREOF

During the financial year 2011-12, **five meetings** of the Board of Directors were held as against the requirement of four meetings. The meetings were held on May 14, 2011, August 12, 2011, September 27, 2011, November 14, 2011, and February 14, 2012.

The maximum time gap between two meetings was not more than four calendar months.

INFORMATION PLACED BEFORE THE BOARD

Information placed before the Board of Directors broadly covers the items specified in Clause 49 of the Listing Agreement and such other items which are necessary to facilitate meaningful and focused deliberations on issues concerning the Company and taking decision in an informed and efficient manner. Besides, the Directors on the Board have complete access to all information of the Company, as and when necessary.

3. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company. The Code of Conduct has also been posted on the website of the Company.

All Board Members and Senior Management personnel have, on March 31, 2012, affirmed compliance with the Code of Conduct. A declaration to this effect, duly signed by the CEO is annexed and forms part of this report.

4. AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted by the Board comprising five Directors, all being Non-executive & Independent Directors. The Chairman of the Audit Committee is an Independent Director. The Company Secretary acts as the Secretary to the Audit Committee.

The constitution of the Audit Committee also meets the requirements under Section 292A of the Companies Act, 1956. The terms of reference and powers of the Audit Committee are according to those contained under Clause 49 of the Listing Agreement and the Act.

The Audit Committee, inter-alia, reviews:

- Management Discussion and Analysis of financial condition and results of operations.
- Quarterly and Annual Financial Results.
- Annual Budget and Variance Reports.
- Significant related party transactions.
- Internal Audit Reports/ Cost Audit Reports.
- Recommendation for appointment of Statutory and Cost Auditors.

- Appointment and remuneration of Internal Auditors.
- Review of Financial Statements/ Investments in Subsidiary Company

Four meetings of the Audit Committee were held during the financial year 2011-12 on May 14, 2011, August 12, 2011, November 14, 2011 and February 14, 2012.

The constitution of the Committee and attendance at its meetings held during the year under report are as under:

Name of Members	Total Meetings held during the tenure of the Member	Meetings attended
Shri R. N. Bhardwaj, Chairman	4	4
Shri A. K. Sahoo	4	3
Shri B. K. Taparia	4	4
Shri B. K. Goswami	4	4
Shri V. K. Chopra	3	3

The Chairman of the Audit Committee attends the Annual General Meeting to answer shareholders queries, if any.

5. REMUNERATION / SELECTION COMMITTEE

The Remuneration Committee comprising of Non-executive Independent Directors, constitution of which is a non-mandatory requirement, was constituted by the Board to recommend/review the Remuneration package of the Whole-time Directors. The Committee comprises three Independent Directors and also performs the role of Selection Committee, wherever required.

No meeting of Remuneration Committee was necessitated during the financial year 2011-12. The constitution of the Committee is as under:

S.No.	Name of Members
1.	Shri B.K. Taparia, Chairman
2.	Shri B.K. Goswami
3.	Shri S.C. Bhargava

Notes:

1. Remuneration was paid to Whole-time Directors (WTDs) in the form of Salary and Perquisites.
2. The remuneration of all Executive Directors/ WTDs consists only of fixed component. There is no variable component in their salary.

Details of Remuneration paid to all the Directors for the year:**a) Executive Directors / Whole-time Directors**

Details of remuneration paid for the year ended March 31, 2012 to Whole- time Directors are as follows:

(Amount in ₹)

Sl. No.	Name	Designation	Tenure upto	Salary	Benefits	Total
1.	Shri Manoj Gaur	Executive Chairman & CEO	31.03.2016	28,125,000	20,499,777	48,624,777
2.	Shri Sunil Kumar Sharma	Executive Vice-Chairman	17.03.2014	18,562,500	14,354,703	32,917,203
3.	Shri Sunny Gaur	Managing Director-Cement	30.12.2014	10,260,000	7,628,513	17,888,513
4.	Shri Pankaj Gaur	Jt. Managing Director-Construction	30.06.2014	8,977,500	7,118,724	16,096,224
5.	Shri R.K. Singh	Whole-time Director	14.10.2012	5,717,250	4,519,911	10,237,161
6.	Shri Ranvijay Singh	Whole-time Director	13.12.2012	7,796,250	6,157,542	13,953,792
7.	Shri S. D. Nailwal	Whole-time Director	30.06.2014	5,717,250	4,581,604	10,298,854
8.	Shri Rahul Kumar	Whole-time Director & CFO	30.10.2015	7,276,500	5,448,997	12,725,497
Total						162,742,021

b) Non-executive Directors

During the year under report, the Company has not paid any remuneration to Non-executive Directors except sitting fee @ ₹ 20,000/- per meeting for attending the meetings of the Board and its Committees held during the Financial Year.

The criterion for payment of sitting fees to Non-executive Directors is based on the provisions of the Companies Act, 1956.

Details of sitting fees paid to Non-executive Directors during the financial year 2011-12 are as under:

Sl. No.	Name of the Directors	Designation	Total sitting fee paid (₹)
1.	Shri Sarat Kumar Jain	Vice Chairman	3,00,000
2.	Shri Viney Kumar*	Nominee Director (IDBI)	80,000
3.	Shri A.K. Sahoo *	Nominee Director (LIC)	1,80,000
4.	Dr. B. Samal	Director	60,000
5.	Shri R.N. Bhardwaj	Director	1,80,000
6.	Shri B.K. Taparia	Director	2,20,000
7.	Shri B.K. Goswami	Director	4,40,000
8.	Shri S.C. Gupta	Director	1,00,000
9.	Shri S.C. Bhargava	Director	60,000
10.	Shri V.K. Chopra	Director	1,60,000
11.	Dr. J.N. Gupta (upto 14.02.2012)	Director	80,000
12.	Shri M.S. Srivastava (upto 25.05.2012)	Director	1,00,000
13.	Ms. H.A. Daruwalla (w.e.f. 14.02.2012)	Director	20,000
Total			19,80,000

* The sitting fee for Shri Viney Kumar, IDBI Nominee and Shri A.K. Sahoo, LIC Nominee was paid directly to IDBI Bank Ltd. and LIC.

6. INVESTORS' GRIEVANCE AND SHARE TRANSFER COMMITTEE

The Investors' Grievance and Share Transfer Committee comprises of Shri Sarat Kumar Jain as Chairman and Shri Sunil Kumar Sharma and Shri S.D. Nailwal as Members. This Committee approves transfer of shares and monitors redressal of shareholders' grievances like non-transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. During the financial year 2011-12, twelve meetings of the Committee were held on April 2, 2011, May 2, 2011, June 2, 2011, July 4, 2011, August 2, 2011, September 3, 2011, September 21, 2011, November 1, 2011, December 3, 2011, January 2, 2012, February 4, 2012 and March 9, 2012.

During the financial year 2011-12, the Company had received 1479 complaints from the shareholders, in addition to 4 complaints pending at the beginning of the year against which 1483 complaints were resolved/addressed leaving no complaints pending at the end of the year.

7. SUBSIDIARY COMPANIES

The Company has no material non-listed Indian subsidiary companies [i.e. where turnover or net worth (paid up share capital and free reserve) exceeds 20% of the consolidated turnover or net worth of JAL for the year ended March 31, 2011] in terms of Explanation 1 to sub clause III of Clause 49 of the Listing Agreement.

The minutes of the Board Meetings of the subsidiary companies and statement of significant transactions and arrangements entered into by the subsidiaries are also placed at the Board Meetings of the Company.

8. RISK MANAGEMENT

The Company manages risks as an integral part of its decision making process. The Audit Committee and the Board of Directors are regularly apprised regarding key risk assessment and risk mitigation mechanisms.

9. CEO/CFO CERTIFICATION

In terms of the requirements of clause 49(v) of the Listing Agreement, the Executive Chairman & CEO and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said clause. This certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors at their respective meetings held on May 30, 2012.

10. GENERAL BODY MEETINGS

Location and time for last three Annual General Meetings were as under:

Year	Venue	Date	Time
2009	Jaypee Institute of Information Technology University, A-10, Sector – 62, NOIDA-201 307, U.P.	29.09.2009	11.00 A.M.
2010	-----do-----	21.09.2010	11.30 A.M.
2011	-----do-----	27.09.2011	11.30 A.M.

DETAILS OF SPECIAL RESOLUTION(S) PASSED IN PREVIOUS THREE ANNUAL GENERAL MEETINGS**(A) Year 2009**

1. Resolution authorizing the Board of Directors to issue Equity Shares under the Employees Stock Purchase Scheme of the Company, to be known as "Jaypee Employee Stock Purchase Scheme, 2009" for offering and allotting Equity Shares upto 1,25,00,000 (One Crore Twenty Five Lacs) at a price of ₹60/- per share, comprising of ₹2/- towards share capital and balance ₹58/- towards securities premium.
2. Resolution under Section 372A of the Companies Act, 1956, authorizing the Board of Directors to make investment of surplus funds of the Company in any Mutual Fund Scheme(s), debt instrument(s) or debt based securities of any government, semi-government or listed company(ies) upto ₹500 Crores (Rupees Five Hundred Crores) at any one time, in one or more tranches.
3. Resolution under Section 372A of the Companies Act, 1956, authorizing the Board of Directors to make additional investment of upto ₹200 Crores (Rupees Two Hundred Crores) in aggregate through equity/ debt/ providing of security/ guarantee in two subsidiaries of the Company viz. Bhilai Jaypee Cement Limited & Bokaro Jaypee Cement Limited.

All the Resolutions were passed with requisite majority.

(B) Year 2010

No Special Resolution was passed in the Annual General Meeting held in 2010.

(C) Year 2011

No Special Resolution was passed in the Annual General Meeting held in 2011.

DETAILS OF RESOLUTIONS PASSED LAST YEAR (i.e. DURING FINANCIAL YEAR 2011-2012) THROUGH POSTAL BALLOT, THE PERSONS WHO CONDUCTED THE POSTAL BALLOT EXERCISE AND DETAILS OF THE VOTING PATTERN

During the financial year ended March 31, 2012, the Company sought approval from its Shareholders on only one occasion for passing Special/ Ordinary resolutions through the process of Postal Ballot in accordance with the provisions of Section 192A of the Act read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001.

The Board of Directors of the Company, at its meeting had appointed Scrutinizers and Alternate Scrutinizers for conducting Postal Ballot in fair and transparent manner.

The Company had also extended e-voting facility as an alternate, for its individual Members (other than Corporates/FIs/FILs etc.) to enable them to cast their vote electronically instead of dispatching Postal Ballot, which

facility was voluntarily started with the Postal Ballot Notice dated November 15, 2010 in association with CDSL Ventures Limited, a wholly owned subsidiary of Central Depository Services (India) Limited.

The physical Postal Ballot forms received were kept in boxes sealed by the Scrutinizers. In case of e-voting, the Scrutinizer kept a periodic watch on the e-voting results by logging on to the website of CDSL Ventures Limited i.e. www.evotingindia.com and the aggregate data of e-voting was compiled after the close of voting based on data received from CDSL Ventures Limited.

The declared result of the Postal Ballot was announced through newspaper and was also displayed on the website of the Company, www.jalindia.com. Details of the same are given below:

Resolutions passed on July 19, 2011 (Notice dated May 14, 2011)

Sl. No.	Particulars	Details / Dates
1.	Date of Board Meeting	May 14, 2011
2.	Scrutinizer appointed by the Board of Directors at its meeting	Ms. Sunita Mathur F.C.S., Practising Company Secretary
3.	Alternate Scrutinizer appointed by the Board of Directors at its meeting	Shri K. K. Malhotra, F.C.S, Practising Company Secretary
4.	Date of Notice seeking Shareholders approval	May 14, 2011
5.	Date of completion of Dispatch of Notice	June 16, 2011
6.	Last Date of receipt of duly filled Postal Ballot Form	July 16, 2011
7.	Date of submission of Scrutinizer's report to the Chairman	July 18, 2011
8.	Date of declaration of Result	July 19, 2011

Note: As mentioned above, for the aforesaid voting, the Company once again extended facility for e-voting to its 'Individual' shareholders (other than Corporate/FI/FILs, etc) through the website of CDSL Ventures Limited, namely, www.evotingindia.com. Out of 7,500 shareholders who participated in Postal Ballot process, 535 'Individual' shareholders exercised their right through e-voting.

Particulars of Resolution Passed :**Special**

1.	Providing Security/ Undertakings to the lenders of Jaypee Karcham Hydro Corporation Limited (JKHCL).
2.	Providing Security/ Undertakings to the lenders of Jaiprakash Power Ventures Limited (JPVL).
3.	Diversification into Aviation Business.
4.	Appointment of Shri B.K Jain, Relative of a Director.
5.	Re-Appointment of Shri Manoj Gaur as Executive Chairman of the Company.
6.	Increase in Remuneration of Other Executive Directors of the Company.

Ordinary

7.	Increase in Borrowing Powers of the Board.
8.	Creation of Mortgage/charge on the assets of the Company in favour of Lenders.

Voting Pattern

Particulars	Total Votes	Total Valid Votes Cast	Total Valid votes cast in favour of the Resolution	Total Valid votes cast against the resolution
Resolution 1	2,126,433,182	133,95,71,902	133,91,81,008 (99.97%)	3,90,894 (0.03%)
Resolution 2	2,126,433,182	132,32,04,365	132,09,64,317 (99.83%)	22,40,048 (0.17%)
Resolution 3	2,126,433,182	133,93,33,465	128,78,74,853 (96.16%)	514,58,612 (3.84%)
Resolution 4	2,126,433,182	133,94,55,469	132,94,29,240 (99.25%)	100,26,229 (0.75%)
Resolution 5	2,126,433,182	133,94,04,275	133,92,30,840 (99.99%)	1,73,435 (0.01%)
Resolution 6	2,126,433,182	133,95,05,870	133,87,04,046 (99.94%)	8,01,824 (0.06%)
Resolution 7	2,126,433,182	133,72,80,703	109,64,00,642 (81.99%)	24,08,80,061 (18.01%)
Resolution 8	2,126,433,182	133,93,13,517	133,37,88,372 (99.59%)	55,25,145 (0.41%)

11. DISCLOSURES

- There were no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the Notes to the Accounts.
- There was no case of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountant of India, has been followed in the preparation of Financial Statements.
- The Company has not adopted any Whistle Blower Policy. However, the Company has not denied access of any personnel to approach the Management or the Audit Committee on any issue.
- The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.
- The Company at present has adopted the non-mandatory requirement with regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration package of the Whole-time Directors (including Executive Chairman

/ Executive Vice-Chairman). Other details about non-mandatory requirements are contained in paragraph 30 of this Report.

12. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Company Secretary carried out quarterly Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued/paid-up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

In terms of the requirements of Clause 5A of the Listing Agreement, the Company has opened a demat suspense account. The Company had sent three reminders, to the shareholders whose shares in physical form which were issued pursuant to the public and other issues, at their addresses available with the Company. The said unclaimed shares are in the process of being credited to the said demat suspense account.

13. MEANS OF COMMUNICATION

The quarterly, half yearly and annual results were published in leading Newspapers which included Economic Times, Business Standard, Financial Express, Hindustan Times, Dainik Jagran and Swatantra Bharat. The same were sent to Stock Exchanges and were also displayed on the website of the Company, www.jalindia.com. Further, the results were also uploaded on Corporate Filing and Dissemination System (CFDS) website www.corpfiling.co.in through the Stock Exchanges.

The Company also displays the Presentations made by the Company to Institutional Investors or to Analysts and the Official News Releases on its website.

14. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report is attached to the Annual Report.

15. COMPLIANCE OFFICER

The Board had designated Shri Harish K. Vaid, Sr. President (Corporate Affairs) & Company Secretary as the Compliance Officer.

Address : Sector – 128, Noida – 201304, U.P.
e-mail : harish.vaid@jalindia.co.in
Phone : 91-120-4609000
Fax : 91-120-4609363

16. GENERAL SHAREHOLDER INFORMATION
15th Annual General Meeting

The meeting shall be held as under: -

Day : Thursday
Date : 27th September, 2012
Time : 10.30 A.M.

Venue : Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, Noida - 201307 (U.P.)

Designated Exclusive e-mail for investor services :

For Shareholder : jal.investor@jalindia.co.in
related queries

For Fixed Deposits : jalinvestor@jalindia.co.in
related queries

17. FINANCIAL CALENDAR

Details of announcement of Quarterly Financial Results during the year 2011-2012 are as under:

Results	Announced on
For 1st Quarter ended 30-06-2011	August 12, 2011 (unaudited)
For 2nd Quarter ended 30-09-2011	November 14, 2011 (unaudited)
For 3rd Quarter ended 31-12-2011	February 14, 2012 (unaudited)
For 4th Quarter & Annual Results for year ended 31-03-2012	May 30, 2012 (Audited)

18. DIVIDEND PAYMENT DATE

For the year 2011-12, no Interim Dividend was declared.

For Final Dividend recommended by the Board at ₹ 0.50 per share of ₹ 2/- (i.e. 25%), the Company has fixed September 21, 2012 to September 27, 2012 (both days inclusive) as the Book Closure dates and the Dividend shall be paid after Shareholders' approval at the ensuing Annual General Meeting.

19. LISTING ON STOCK EXCHANGES AND STOCK CODES

The Equity shares of the Company are currently listed on the National Stock Exchange of India Limited (Code: JPASSOCIAT) and The Bombay Stock Exchange Limited (Code: 532532). The Company had paid annual listing fees due to NSE and BSE for the year 2011-2012 and also for the year 2012-13.

The FCCBs issued by the Company during the financial years 2005-06 (FCCB-II) and 2007-08 (FCCB-III) are listed on Singapore Stock Exchange.

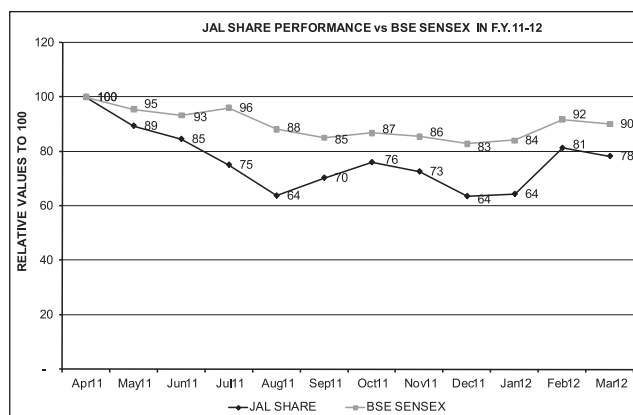
Further, Secured Redeemable Non Convertible Debentures issued by the Company, from time to time, on private placement basis, are listed on The Bombay Stock Exchange Limited.

20. MARKET PRICE DATA AND ITS PERFORMANCE IN COMPARISON TO INDEX

The high and low of the Share Price of the Company during each month in the last financial year at NSE and BSE were as under:

Month	Share Price at BSE		Share Price at NSE	
	High(₹)	Low(₹)	High(₹)	Low(₹)
April,11	102.65	90.25	102.55	90.15
May,11	94.30	78.20	94.25	78.40
June,11	88.75	74.40	88.70	74.40
July,11	83.20	61.70	83.30	66.05
August,11	68.60	54.45	68.60	54.20
September,11	76.10	59.60	76.30	59.50
October,11	79.40	67.30	79.40	67.25
November,11	81.20	58.95	81.20	58.80
December,11	71.40	51.25	71.60	51.15
January,12	73.75	50.45	74.00	50.35
February,12	88.30	68.50	88.25	68.45
March,12	84.90	66.15	85.00	66.20

Performance of Share Price of the Company in comparison to BSE Sensex is as under:



Note : Average of high & low of BSE Sensex and average of High and Low of the Share Price of the Company's Share during each month in the last financial year at BSE has been considered.

21. REGISTRAR AND TRANSFER AGENT

The details of Registrar & Transfer Agent appointed by the Company are as under:

M/s Alankit Assignments Limited
2E/21, Jhandewalan Extn.
New Delhi 110 055.
Tel: 011-51540060-63
Fax: 011-51540064
E-mail: alankit@alankit.com

22. SHARE TRANSFER SYSTEM

The Company's shares which are in compulsory dematerialised (demat) list are transferable through the depository system. Shares received in physical mode are processed by the Registrars and Transfer Agent, Alankit Assignments Limited and approved by the

Investors' Grievance and Share Transfer Committee of the Company. The shares received for transfer are transferred expeditiously, provided the documents are complete and the relative shares are not under any dispute. The Share Certificates duly endorsed in favour of the Transferees are returned promptly to shareholders. Confirmations in respect of the requests for dematerialization of shares are expeditiously sent to the respective depositories i.e. NSDL and CDSL.

23. DISTRIBUTION OF SHAREHOLDING

The Distribution of Shareholding and Shareholding Pattern as on March 31, 2012, were as follows:

SHAREHOLDING BY SIZE

No. of Shares held	Shareholders		Shares	
	Number	As a percentage of Total	Number	As a percentage of Total
Upto 2500	626,649	97.40	167,250,879	7.87
2501 – 5,000	9,845	1.53	34,475,556	1.62
5,001 – 10,000	3,888	0.60	27,469,168	1.29
10,001 – 15,000	975	0.15	12,081,599	0.57
15,001 – 20,000	464	0.07	8,140,203	0.38
20,001 – 25,000	266	0.04	6,006,151	0.28
25,001 – 50,000	517	0.08	18,483,877	0.87
50,001 and above	863	0.13	1,852,525,749	87.12
TOTAL	643,467	100.00	2,126,433,182	100.00

SHAREHOLDING BY CATEGORY

Category of Shareholder	Percentage of holding
Promoters	46.76%
Mutual Funds/UTI/FIs/Banks/ Insurance Companies	13.72%
Private Bodies Corporate	5.52%
FIs/NRIs/OCBs/Foreign Body Corporates	20.61%
Individuals Public	12.58%
Trusts/Clearing Members & in transit	0.81%
Total	100.00%

24. DEMATERIALISATION OF SHARES AND LIQUIDITY

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both NSDL and CDSL. As on March 31, 2012, 97.93% of the Share Capital of the Company had been dematerialized. The Company is compliant of SEBI's requirements relating to the shareholding of the Promoters being in demat form. The shares of the Company form part of BSE 100, BSE 500 and also part of NSE Nifty, CNX Infra, NSE Future & Options. The same are actively traded on both BSE and NSE.

25. UNCLAIMED DIVIDENDS

Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection

Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount. Therefore, Members are requested to encash their Dividend warrants on priority within the validity period. Further, the particulars of unpaid / unclaimed dividend etc. are being uploaded on the Company's website www.jalindia.com in compliance of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

(1) Jaiprakash Associates Limited

Dividend History & transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF):

Sl. No.	Financial Year	Interim/ Final	Date of Declaration	Rate of Dividend	Dividend Amount Excluding Tax (₹ Cr.)	Dividend Distribution Tax (₹ Cr.)	Due Date of Transfer to IEPF
1.	2001-02	Interim	30.01.2002	7%	11.07	N.A.	02.03.2009 (transferred)
		Final	27.09.2002	5%	7.30	0.63	28.10.2009 (transferred)
2.	2002-03	Final	06.10.2003	15%	26.43	3.38	06.11.2010 (transferred)
3.	2003-04	Final	29.09.2004	15%	26.43	3.45	30.10.2011 (transferred)
4.	2004-05	Interim	30.04.2005	18%	31.71	4.44	31.05.2012
		Final	27.09.2005	6%	10.71	1.50	28.10.2012
5.	2005-06	Interim	03.03.2006	18%	34.06	4.77	03.04.2013
		Final	27.10.2006	9%	23.97	3.36	27.11.2013
6.	2006-07	Interim	11.01.2007	20%	43.73	6.13	11.02.2014
		Final	30.08.2007	16%	35.13	5.97	30.09.2014
7.	2007-08	1st Interim	14.07.2007	15%	32.88	5.58	14.08.2014
		2nd Interim	12.01.2008	15%	34.85	5.92	12.02.2015
		Final	27.08.2008	20%	46.95	Nil	27.09.2015
8.	2008-09	1st Interim	21.10.2008	15%	35.51	Nil	21.11.2015
		2nd Interim	27.04.2009	15%	35.51	6.03	28.05.2016
		Final	29.09.2009	20%	56.08	5.56	30.10.2016
9.	2009-10	Interim	21.10.2009	27%	75.71	12.87	21.11.2016
		Final	21.09.2010	27%	114.82	19.07	22.10.2017
10.	2010-11	Interim	28.01.2011	20%	85.06	NIL	28.02.2018
		Final	27.09.2011	20%	85.06	4.43	28.10.2018
11.	2011-12	Final (Recommended)	*	25%	106.32	17.25	

* Dividend shall be paid after shareholders' approval at the ensuing Annual General Meeting.

During the Financial Year 2011-12, the Company transferred (a) unclaimed final dividend amounting ₹45,76,021 relating to the Financial Year 2003-04 and (b) unclaimed fixed deposits amounting to ₹12,598 for the Financial Year 2004-05 to the Investor Education and Protection Fund of the Central Government in compliance of Section 205C of the Companies Act, 1956.

(2) Erstwhile Jaypee Hotels Ltd.

Dividend History & transfer of Unclaimed Dividend to Investor Education & Protection Fund (IEPF) of erstwhile Jaypee Hotels Ltd.(JHL) which got merged with Jaiprakash Associates Ltd.(JAL) consequent upon the sanction of the Scheme of Amalgamation of JHL alongwith three other group companies (Transferor Companies) with JAL (Transferee Company) by the Hon'ble High Court of Judicature at Allahabad on May 15, 2009, effective from May 27, 2009 is as under:

Sl. No.	Financial Year	Interim/ Final	Date of Declaration	Rate of Dividend	Dividend Amount Excluding Tax (₹Cr.)	Dividend Distribution Tax (₹ Cr.)	Due Date of Transfer to IEPF
1.	2004-05	Interim (considered Final)	07.03.2005	10%	5.55	0.72	07.04.2012 (transferred)
2.	2005-06	Final	27.09.2006	18%	9.98	1.40	28.10.2013
3.	2006-07	Final	27.09.2007	18%	9.98	1.69	28.10.2014
4.	2007-08	Final	22.07.2008	18%	9.98	1.69	22.08.2015

During the Financial Year 2011-12, the Company transferred unclaimed interim dividend (considered final), pertaining to erstwhile Jaypee Hotels Limited, amounting ₹8,36,862 relating to the Financial Year 2004-05 to the Investor Education and Protection Fund of the Central Government in compliance of Section 205C of the Companies Act, 1956.

26. OUTSTANDING GDRS/ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY FCCB(S) AND CONVERSION THEREOF

The Company has so far issued three series of Foreign Currency Convertible Bonds – one each during the Financial Years 2004-05, 2005-06 and 2007-08. The first series of FCCB's was fully redeemed on February 17, 2010.

The details of three FCCBs issued by the Company as on March 31, 2012 are as under:

Sl. No.	PARTICULARS	FCCB-I* (*extinguished on 17.2.2010)	FCCB-II	FCCB-III
1.	Aggregate Value	USD 100 Million	Euro 165 Million	USD 400 Million
2.	Date of Issue	16.02.2005	09.03.2006	11.09.2007
3.	Due on	17.02.2010 (fully redeemed)	09.03.2013	12.09.2012
4.	Applicable Interest Rate	0.50%	0.50%	Nil
5.	Pre-agreed Conversion price per share :			

Sl. No.	PARTICULARS	FCCB-I* (*extinguished on 17.2.2010)	FCCB-II	FCCB-III
	(i) Latest Conversion Price per share of ₹2 each	₹31.5080	₹74.5031	₹165.1707
	(ii) Old Conversion Price before Bonus (till 18.12.09 - per share of ₹2 each)	₹47.2620	₹111.7546	₹247.7560
	(iii) Old Conversion Price before split (till Record Date i.e. 26.12.07 - per share of ₹10 each)	₹236.3100	₹558.7730	₹1,238.7800
6.	Pre-agreed Conversion Exchange Rate (fixed)	₹ 43.785 per USD	₹53.599 per Euro	₹ 40.350 per USD
7.	FCCBs Converted till March 31, 2012	USD 99.950 Million	Euro 163.294 Million	USD 4.500 Million
	Percentage Converted	99.950%	98.966%	1.125%
8.	Bought Back	--	--	USD 41.025 Million
	Percentage Bought Back	--	--	10.256%
9.	Redeemed	USD 0.05 Million	Euro 1.451 Million	--
	Percentage Redeemed	0.05%	0.879%	--
10.	FCCBs Outstanding as on March 31, 2012	Nil	Euro 0.255 Million	USD 354.475 Million
	Percentage Outstanding	Nil	0.155%	88.619%
11.	No. of Shares (of ₹2 each) issued upon conversion till March 31, 2012	93,523,098	78,922,176	732,876
12.	No. of Shares (of ₹2 each) to be issued upon conversion of outstanding FCCBs, if opted by holders thereof	--	183,452	86,595,662

On April 9, 2011, FCCB-II aggregating Euro 1.451 Million were redeemed on exercise of put option by the Bondholders.

27. PROJECT / PLANT LOCATIONS

The Company (either directly or through its subsidiary/ JVs) is engaged in the business of Heavy Civil Engineering Construction, Expressways, Cement Manufacturing, Generation of Power, Real Estate and Hospitality. The Business of construction of Hydro-Power Projects is operated from various sites of the Clients.

(A) Construction & Expressway

The operations of the Company are presently being carried out at the following main sites of its clients:

SECTOR	PROJECT NAME	STATE
Hydro Power	2700 MW Lower Siang & 500 MW Hiron of JAPL	Arunachal Pradesh
Hydro Power	450 MW Kynshi-II & 270 MW Umngot of JPVL	Meghalaya
Expressway	Yamuna Expressway Project (6-lane 165Km) connecting Noida and Agra	Uttar Pradesh
Expressway	Zirakpur - Parwanoo Highway of NH-22	Punjab, Haryana & Himachal Pradesh
Expressway	Ganga Expressway Project of 1047 Kms connecting Noida to Ballia	Uttar Pradesh
Construction	Civil works of Clinkerisation Unit at Satna and Grinding Unit at Bhilai	Madhya Pradesh and Chattisgarh
Construction	Sri Rama Sagar flood flow canal Package-2 Project	Andhra Pradesh
Construction	Polavaram Project right main canal Package-4	Andhra Pradesh
Construction	Veligonda Feeder & Teegaleru Canal Project	Andhra Pradesh
Construction	Rajiv Sagar Left Irrigation Project (Dummuguden)	Andhra Pradesh
Construction	GNSS Main Canal Project	Andhra Pradesh
Construction	Diversion Tunnel, Dam, Intake and Desilting arrangement including hydro mechanical works & Highway Tunnel of Punatsanchhu-II HEP	Bhutan
Construction	Head race Tunnel, Surge Shaft, Butterfly Valve Chamber, Pressure Shafts, Power House and Tail Race Tunnel including Hydro Mechanical works of Punatsanchhu-II HEP	Bhutan

SECTOR	PROJECT NAME	STATE
Construction	Diversion Tunnel, Dam, Spillway and Cofferdams, intake structure etc. of Mangdechhu Hydroelectric Project.	Bhutan
Construction	Surge Shaft, Pressure Shafts, underground power house, pothead yard, etc of Mangdechhu Hydroelectric Project	Bhutan

(B) Cement

The Cement Plants and Cement Grinding Plants of the Company are located at various locations viz. Rewa, Bela, Sidhi, Babupur Satna in Madhya Pradesh Bhilai in Chattisgarh (of subsidiary co., Bhilai Jaypee Cement Ltd.); Tanda, Sadwa Khurd, Dala, Chunar and Sikanderabad in Uttar Pradesh; Roorkee in Uttarakhand; Panipat in Haryana; Baga and Bagheri in Himachal Pradesh; Bokaro in Jharkhand (of subsidiary co., Bokaro Jaypee Cement Ltd.).

The plants at Sewagram and Wanakbori in Gujarat and Jaggayyapeta in Andhra Pradesh have since been hived off/demerged to subsidiary company, Jaypee Cement Corporation Ltd. on 18th April 2012.

(C) Hospitality

The Company's 5 Star Hotels are located in Vasant Vihar, New Delhi, Rajendra Place, New Delhi, Agra (Uttar Pradesh), Greater Noida (Uttar Pradesh) and Mussoorie (Uttarakhand), besides a 18 holes Golf Course located at Greater Noida (Uttar Pradesh).

(D) Real Estate

The real estate projects being developed by the Company are located in Noida and Greater Noida, Uttar Pradesh.

(E) Power

The Company is running/ developing power plants through its subsidiaries as under:

(A) HYDRO POWER:			
Sl. No.	Power Stn./Plants/ Projects	Capacity (in MW)	Location
(A.1) Existing Power Stations		1700	
(a)	Karcham Wangtoo Power Stn of JPVL	1000	Himachal Pradesh
(b)	Baspa-II of JPVL	300	Himachal Pradesh
(c)	Vishnuprayag of JPVL	400	Uttarakhand
(A.2) Projects in pipeline		3,920	
(a)	Lower Siang of JAPL	2700	Arunachal Pradesh
(b)	Hiron of JAPL	500	Arunachal Pradesh
(c)	Kynshi-II of JPVL	450	Meghalaya
(d)	Umngot of JPVL	270	Meghalaya

Total of Hydro power[(A.1) + (A.2)]		5,620	
(B) THERMAL POWER:			
Projects in pipeline		7,850	
(a)	Nigrie, Distt Singrauli of JPVL	1,320	Madhya Pradesh
(b)	Bina of JPVL	1,250	Madhya Pradesh
(c)	Karchhana of Sangam Power Generation Co. Ltd.	1,980	Uttar Pradesh
(d)	Bara of Prayagraj Power Generation Company Ltd.	3,300	Uttar Pradesh
(C) WIND POWER:			
Existing		49	
(a)	Plant of JAL	40.25	Maharashtra
(b)	Plant of JAL	8.75	Gujarat
	Total Power (Hydro + Thermal + Wind) existing as well as in pipeline	13,519	

28. ADDRESS FOR CORRESPONDENCE

Registered & Corporate Office	: Sector – 128, Noida – 201304, U. P.
Delhi Office	: 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi 110057
Designated Exclusive e-mail for investor services	
For Shareholder related queries	: jal.investor@jalindia.co.in
For Fixed Deposits related queries	: jalinvestor@jalindia.co.in

29. ELECTRONIC CLEARING SERVICE (ECS)

The Company avails ECS facility for distribution of Dividend in Metropolitan Cities in respect of those Shareholders who have opted for payment of Dividend through ECS.

30. NON-MANDATORY REQUIREMENTS**(a) Remuneration Committee**

The Company has constituted a Remuneration Committee. Relevant details of the Remuneration Committee are provided in paragraph 5 of this Report.

(b) Training of Board Members

As regards training of Board members, the Directors on the Board are seasoned professionals having

wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc.

(c) Shareholder's Rights

The Company uploads its Quarterly, Half – Yearly and Annual Results, shareholding information, statutory communication with stock exchanges, press releases and presentations on its web site – www.jalindia.com which is accessible to all. Besides, financial results are posted with Corporate Filing & Dissemination System (corpfilng) at www.corpfiling.co.in through the Stock Exchanges. The Results are also reported to Stock Exchanges and published in National Newspapers in English and Hindi newspapers having wide circulation.

(d) Audit Qualifications

The Company believes and maintains its Accounts in a transparent manner and aims at receiving unqualified report from the Auditors on the financial statements of the Company.

VOLUNTARY GUIDELINES ON CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) had issued voluntary guidelines on Corporate Governance in December, 2009 to serve as benchmark for the corporate sector and help them achieve highest standard of Corporate Governance. The Company has adopted some of the guidelines proposed by MCA, details of which are given below and endeavors to adopt the rest in a phased manner.

A. Independent Directors

- Independent Directors to have the option and freedom to meet Company Management periodically

The Independent Directors of our Company have the option and freedom to interact with the Company management periodically as and when they deem necessary.

B. Remuneration of Directors**1. Remuneration to Non-executive Directors**

- To retain and motivate Independent Directors of quality, our Company is paying sitting fee of ₹20,000/- for attending each meeting of the Board and Committees thereof which is maximum amount that can be paid under the Companies Act, 1956.

2. Remuneration Committee

The Company has a Remuneration Committee of the Board comprising of 3 members, all being Non Executive Independent Directors. The Committee recommends/ reviews the Remuneration package of the Whole-time Directors.

3. Audit Committee of Board

Constitution

- The Company has an Audit Committee comprising of five members all being Non-executive Independent Directors. The Chairman of the Audit Committee is an Independent Director. All the members of Audit Committee have knowledge of financial management, audit & accounts.

Enabling Powers

- Audit Committee is provided with back office support and other resources of the Company, as and when required, has access to information contained in the records of the Company and has the facility of having separate discussions with both internal and external auditors as well as management.

Role and Responsibilities

- Role and responsibilities of the Audit Committee, inter alia, include recommending appointment, re-appointment or removal of Statutory Auditors/ Cost Auditors/Internal Auditors and remuneration payable to them, review of Internal Audit Reports/ Cost Audit Reports, Quarterly and Annual Financial Results, Annual Budget and Variance Reports etc.

4. Auditors

- Appointment of Auditors

Audit Committee is the first point of reference regarding the appointment of auditors. Keeping in view the profile of the audit firm, qualifications and experience of audit partners, strengths and weaknesses, if any, recommends the appointment/

re-appointment of the Statutory Auditors of the Company and the remuneration payable to them. While discharging its duty, the Audit Committee examines and reviews the documentation and the certificate for proof of independence of the audit firm before recommending to the Board, with reasons, either the appointment/re-appointment or removal of the Statutory Auditor.

- Need for clarity on information to be sought by Auditor

There is sufficient clarity between the Company's Management and the Auditor on the amount & nature of documents to be made available for audit purpose.

5. Appointment of Internal Auditor

In order to ensure the independence and credibility of the internal audit process, Awatar & Co., Chartered Accountants, an independent firm have been appointed as the Company's Internal Auditor.

6. Secretarial Audit

As a part of good Corporate Governance practices being followed by the Company, M/s Chandrasekaran Associates, Company Secretaries, were voluntarily appointed to conduct the Secretarial Audit for the financial year 2011-12 and their report forms part of the Annual Report.

7. Institution of mechanism for Whistle Blowing

The Company has not adopted any formal whistle Blowing Policy. However, the Company has not denied access of any personnel to approach the Management or the Audit Committee on any issue.

**DECLARATION BY THE EXECUTIVE CHAIRMAN & CEO UNDER CLAUSE 49 (1D)
OF THE LISTING AGREEMENT**

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management, as approved by the Board, for the financial year ended March 31, 2012.

Place : NOIDA
Date : May 30, 2012

MANOJ GAUR
Executive Chairman & CEO
Jaiprakash Associates Limited

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of Jaiprakash Associates Limited

We have examined the compliance of conditions of Corporate Governance by Jaiprakash Associates Limited for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M. P. SINGH & ASSOCIATES
Chartered Accountants
Firm Registration No.002183C

Place : Noida
Dated : 30th May 2012

(CA M. P. SINGH)
Partner
M. No. 1454

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Forming part of the Report of Directors for the year ended March 31, 2012.

ECONOMIC OVERVIEW

As per 'Monetary Policy Statement 2012-13' issued by Reserve Bank of India (RBI) on April 17, 2012, the said Policy was set for financial year 2012-13 in a challenging macro-economic environment. As per RBI, at the global level, concerns about a crisis have abated, the US economy continues to show signs of modest recovery & large scale liquidity infusions by the European Central Bank (ECB) have significantly reduced stress in the global financial markets. Domestically, the state of the economy is a matter of growing concern. Though inflation has moderated in recent months, it remains sticky and above the tolerance level, even as growth has slowed. Significantly, these trends are occurring in a situation in which concerns over the fiscal deficit, the current account deficit and deteriorating asset quality loom large. In this context, the challenge for monetary policy is to maintain its vigil on controlling inflation while being sensitive to risks to growth and other vulnerabilities.

Growth in the Index of Industrial Production (IIP) decelerated to 3.5% during 2011-12 (April-February) from 8.1% in the corresponding period of the previous year. The advance estimate of the GDP growth of 6.9% for 2011-12 by the Central Statistics Office (CSO) is close to the Reserve Bank's baseline projection of 7.0%. Going forward into 2012-13, assuming a normal monsoon, agricultural growth could stay close to the trend level. Industry is expected to perform better than in last year as leading indicators of industry suggest a turnaround in IIP growth. The global outlook also looks slightly better than expected earlier. Overall, the domestic growth outlook for 2012-13 looks a little better than in 2011-12. Accordingly, the baseline GDP growth for 2012-13 is projected at 7.3%.

Recently, the Credit rating agency 'Standard & Poor' has revised India's outlook to negative. The agency has reaffirmed sovereign credit rating at investment grade but suggested that the probability of a downgrade is now higher than before. The agency sees little progress on economic reforms in India and believes that the GDP growth could fall to 5.3% in 2012-13. The Indian government expects GDP growth of over 7%.

In the recent past, the corporates of India have seen that money has become quite dearer. The rupee has been under pressure despite Reserve Bank of India's intervention earlier in the year. Given the government's high fiscal deficit, and a liquidity crunch in the system, it will be harder for the RBI to intervene to break its fall. However, India's favourable long-term growth prospects and high level of foreign exchange reserves support the strong fundamentals of the economy. High fiscal deficits, high inflation and a heavy debt burden remain the most significant constraints on the economy. Government's ability to implement measures to improve economic growth and fiscal prudence will also be vital to boosting confidence in the economy.

The World Economic Outlook of International Monetary Fund (IMF) projected that China would grow 8.2% in 2012 and 8.8% in 2013, while India would expand 6.9% in 2012 and 7.3% in 2013. Asia's emerging economies suffered spillover effects in 2011-12 from the Euro Zone Crisis, which hit exports to Europe and also pinched trade credit & project finance as European banks were also under pressure. An escalation of the Euro Zone Crisis could lower emerging Asia's output by 1.25%, said the IMF, which also warned of the risks of an oil price spike due to tensions in the Middle East.

According to the Planning Commission, Government of India, as per its report "An Approach to the Twelfth Five Year Plan 2012-17", published in October 2011, the Eleventh Five Year Plan (2007-08 to 2011-12) had aimed at achieving rapid GDP growth, targeted at 9.0% per annum. The economy has performed well on the growth front, averaging 8.2 per cent in the first four years. The economy saw 8.5% growth in 2010-11 and was likely to be around 8.0% in 2011-12 (as estimated in October 2011). Thus, the economy is likely to achieve an average GDP growth of around 8.2% over the Eleventh Plan period, which is lower than the 9.0% targeted originally, but higher than the 7.8% achieved in the Tenth Plan. According to this Report, the structure of Global GDP vs India's GDP is as under:

Structure of Global GDP (in current US \$ Trillion)					
Year	2000	2011	2016	2020	2025
World GDP	32.2	68.7	90.5	110.5	140.5
of which	0.5	1.9	3.6	5.8	10.0
India	(1.5%)	(2.8%)	(4.0%)	(5.2%)	(7.1%)

The important point emerging from these projections is that India has the potential to become the third largest GDP in the world in two decades. However, to realize this potential we must ensure sustained rapid growth. China has grown around 10.0% per year in real terms for 30 years and is now expected to slow down. India is currently behind China, but the evidence suggests that India has now developed the potential for sustained rapid growth over the next two decades, provided appropriate supportive policies are put in place.

According to the said Report, having achieved 8.2% growth during the Eleventh Plan (as estimated in October 2011), it is reasonable to aim at 9.0% growth for the Twelfth Plan. The Global economic conditions are very uncertain. To achieve rapid growth, the economy will have to overcome constraints posed by limited energy supplies, shortages in infrastructure, problems of land acquisition for industrial development and infrastructure.

COMPANY'S BUSINESS

The Company's business can be broadly classified in the following sectors :

- I. Engineering & Construction
- II. Manufacture & Marketing of Cement
- III. Energy (Power, Transmission, Oil & Gas)
- IV. Expressways
- V. Real Estate and
- VI. Hospitality

INDUSTRY STRUCTURE AND DEVELOPMENTS RELATING TO COMPANY'S LINES OF BUSINESS

I. INFRASTRUCTURE & CONSTRUCTION

According to the **Planning Commission**, Government of India (as per its report 'An Approach to the Twelfth Five Year Plan 2012-17' published in October 2011), inadequate infrastructure was recognized in the Eleventh Plan as a major constraint on rapid growth. The Plan had, therefore, emphasized the need for massive expansion in investment in infrastructure. The total investment in infrastructure is estimated to have increased from 5.7% of GDP in the base year of the Eleventh Plan to around 8.0% in the last year of the Plan. The pace of investment has been particularly buoyant in some sectors notably telecommunications, oil and gas pipelines, while falling short of targets in electricity, railways, roads and ports.

Further, the 2011 Census also shows an increase in the urban population from 27.8% in 2010 to 31.2% in 2011, and it is likely to exceed 40.0% by 2030. This would generate a heavy demand for better quality infrastructure in urban areas.

Thus, the Twelfth Plan must continue the thrust on accelerating the pace of investment in infrastructure, as this is critical for sustaining and accelerating growth. 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.

With the consistent attention being given to infrastructure development and the increasing demand of housing in the country, the Construction sector has been growing at a Compounded Annual Growth Rate (CAGR) of about 11.1% over the last eight years. The Construction sector accounts for around 9.0% of GDP today.

Development of world class infrastructure is required to achieve faster growth of the economy. Considering the critical need of developing infrastructure in the country, construction activities are crucial for creating physical infrastructure in the country. Construction, on an average, accounts for more than half of the investment required for setting up critical infrastructure facilities like power projects, ports, railways, roads, bridges etc., given the high construction intensity in such projects.

The construction sector is critical for enhancing the productive capacity of the economy. It has strong linkages with various industries such as cement, steel, chemicals, paints, tiles, fixtures and fittings. While in the short term it serves as a demand booster, in the long term it contributes towards boosting the infrastructure capacity. Infrastructure construction accounts for the maximum share (54.0%) of construction activities. As India embarks upon an accelerated drive for infrastructure creation, it would be critical to enhance the capacity and capability of the construction sector.

Keeping in mind that the key to sustaining India's growth rate lies in developing the country's infrastructure, the Government is targeting huge investment over the next five years in the infrastructure sector.

The Scheme aims to take up infrastructure projects under public-private partnership with minimal private investment.

The Government aims to add huge power generation capacity and provide electricity to all unelectrified hamlets and all rural households through the Rajiv Gandhi Grameen Vidyutikaran Yojna.

II. CEMENT

The Report of the Working Group on Cement Industry for XII Five Year Plan (2012-17), Department of Industrial Policy and Promotion, Ministry of Commerce and Industry (December 2011), has given some findings and recommendations. According to it, large producers contribute about 97% of the installed capacity while mini plants account for the rest. Among these, 98% of the capacity is in the private sector and the rest in public sector. During 2006-2011, while installed capacity increased at an average annual rate of 13.6 per cent, production witnessed an increase of 9.1 per cent.

Capacity utilization came down from 94% during 2006-07 and 88% during 2008-09 and further to 84% during 2009-10 and is expected at around 75% now on account of higher capacity and lower demand. Cement being a low value high volume output has a very limited international trade. In 2010, international trade was 151 million tones and just 5% of the global cement output. The modern Indian cement plants are comparable with state-of-the-art plants elsewhere in the world. The average installed capacity per plant is 1.7 MTPA as compared to more than 2.1 MTPA in Japan.

Further, 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 2010-11.

Measure for demand stimulation: The Government of India plans to increase its investment in infrastructure to US \$1 trillion in the Twelfth Five Year Plan (2012-17) as compared to US \$ 514 billion (estimated figure) spent on infrastructure development under the Eleventh Five Year Plan (2007-12). Further, infrastructure projects such as the dedicated freight corridors, upgraded and new airports and ports are expected to enhance the scale of economic activity, leading to a substantially increased in cement demand. Housing sector and road also provide significant opportunities. The cement demand is likely to be sensitive to the growth in these sectors and also the policy initiatives.

Additional Capacity Requirement: In view of the demand and installed capacity growth projections, the additional installed capacity requirement during the next 15 years (up to 2027) would be approx. 1035 million tons. Global Cement Production has continued to expand at an average

rate of 6.4% in the last five years. China (with an average annual growth of 11.4% and India (with an average annual growth of 9.8%) have been the drivers of the growth in global cement output.

Domestic demand for cement has been increasing in India. Among the states, Maharashtra has the highest share in consumption at 12.2%, followed by Uttar Pradesh, while in terms of production; Andhra Pradesh is leading with 14.7% of total production followed by Rajasthan. The cement industry is one of the major beneficiaries of the infrastructure boom. With rising demand and adequate supply, the industry has a bright future. Cement has virtually no substitutes and there is hardly any credible threat to the sector from other products with similar uses.

Private housing sector is the major consumer of cement (53%) followed by the government infrastructure sector. A step up in demand of the sectors, which are major users of cement, could provide some stimulus to the cement sector as well.

Support to Cement Industry/ Stimulus to the sectors which are major users of cement:

Planning Commission has identified Roads as one of the thrust areas for infrastructure development and creation of a sound and durable road infrastructure in the country. Even after this, the condition of our roads network is poor. One of the reasons for the poor road conditions is the adoption of conventional 'Bitumen Roads', which results in numerous problems during operation, particularly after rains. Consequently, a substantial amount of expenditure is to be incurred repeatedly on maintaining these roads every year, entailing extra costs. A better option to solve this problem is opting for techno-economically superior cement concrete roads and thus ensuring a quality network of roads, which need almost no maintenance throughout their life, apart from generating fuel savings, being environment friendly and facilitating free and smooth flow of traffic.

Thus with a view to creating a world-class road infrastructure in the country for the rapid and inclusive growth of the economy, the Working Group of Planning Commission recommended that:

- i. All new expansions in the National and State Highways may be made of cement concrete as a Policy. To begin with, this percentage could be 30% of the total allocations.
- ii. All existing National and State Highways constructed by using bitumen should be replaced with concrete surface wherever strengthening is required, by adopting the technology of concrete overlays, popularly known as White Topping.
- iii. Use of PPC may be made mandatory in the construction of roads as policy not only for National and State Highways but also in the construction of roads by all

agencies including CPWD, State PWDs etc. This has already been permitted by the Indian Roads Congress.

- iv. All existing city roads having bitumen surface be converted gradually to cement concrete and new ones should preferably be constructed with cement concrete technology.
- v. All connection roads in villages must be done with cement concrete technology.

Thus, the attention of the Government is very clear on infrastructure development and cement being an integral part of this development process, its importance and value will increase more in the days to come.

Further, as reported by RNCOS, a research firm (rncos.com), India is the world's second largest producer of cement. Indian cement industry has outpaced the growth rates of other prominent industries in the country on the back of factors, such as rising demand from the housing sector, increased activity in infrastructure, and construction recovery. Recent industry developments and the government supportive policies are attracting global cement giants and sparking off a spate of mergers & acquisitions to spur growth.

The said report has found that the Indian cement industry sustained its growth rate even in the tough conditions of economic slowdown. Almost every cement major expanded their installed capacity in the backdrop of the government backed construction projects as these projects have created strong demand for cement in the country.

Government Initiatives:

In a bid to attract foreign investors to its ambitious highways building programme, the Ministry of Road Transport plans to roll out projects worth US\$ 120 billion by 2016. The infrastructure sector has received an impetus in the form of improved funds and tax related incentives offered to attract investors for tapping the infrastructure opportunities around India. Introduction of tax-free bonds, formation of infrastructure debt funds and formulating a comprehensive policy for developing public-private partnership projects are some of the steps that will provide required stimulus for growth.

Road Ahead

It is anticipated that the cement industry players will continue to increase their annual cement output in coming years and the country's cement production will grow at a compound annual growth rate (CAGR) of around 12 per cent during 2011-12 - 2013-14 to reach 303 Million Metric Tons, according to a report titled 'Indian Cement Industry Forecast to 2012', by research firm RNCOS.

Developments in the domestic environment and a huge number of infrastructure projects are likely to boost demand for cement consumption in India, which is bound to increase manifold in the coming years.

Your management is of the view that the Indian cement industry had witnessed an incredible growth in the past few years, led by the growth in the real estate, infrastructure and industrial construction. However, in recent period, cement demand growth took a slight breather. The cement industry has registered a drop in margins mainly due to input cost rise and lack of pricing power. The Industry has been facing a chronic problem of insufficient availability of the main fuel coal, driving the manufacturers to resort to use of alternatives at steep cost. As the economic growth is expected to be stable, the cement demand is expected to sustain an average growth in demand. The key drivers of this demand shall be the continued expansion in infrastructure, real estate and industrial sectors.

III. ENERGY

According to the Planning Commission, Government of India (as per its report 'An Approach to the Twelfth Five Year Plan 2012-17' published in October 2011), the energy needs for rapid growth will pose a major challenge since these requirements have to be met in an environment where domestic energy prices are constrained and world energy prices are high and likely to rise further. For the GDP to grow at 9.0%, commercial energy supplies will have to grow at a rate between 6.5% and 7.0% per year. Since India's domestic energy supplies are limited, dependence upon imports will increase.

The Integrated Energy Policy, which was approved in 2009, had enunciated principles of energy pricing that equalize domestic energy prices with the prices of imported energy, while allowing for targeted subsidy to the needy and poor. Our energy prices still remain significantly below the world prices.

Energy is a vital input for production and rapid growth of GDP will need to be supported by an increase in energy consumption. This is especially so in India where large sections of the population are still without adequate access to energy.

A GDP growth rate of 9.0% per year over the Twelfth Plan will require energy supply to grow at around 6.5% per year. Energy prices are rising globally and imports will be expensive. This underscores the need for matching the growth of energy demand by achieving higher levels of energy efficiency while also increasing domestic supplies of energy as much as possible.

The Eleventh Plan had targeted creation of 78.7 GW of additional capacity for grid power. Actual realization may not exceed 50 GW. It may be reasonable for country to target 1,00,000 MW of new power capacity during the next Plan. This will, however, need an effective resolution of issues holding up domestic production of coal and effective measures for improving financial health of power utilities. The Twelfth Plan should, therefore, aim at capacity creation of about 100 GW.

The share of the private sector in capacity expansion has gone up substantially in the Eleventh Plan and it is expected that 33.0% of the total incremental capacity will

come from the private sector. In the Twelfth Plan, this share is expected to increase further to about 50.0%. Since most of the new power capacity will consist of thermal plants, it is essential to ensure that coal availability does not become a constraint.

India has a substantial potential for creating hydropower capacity, especially in the North-Eastern region. The pace of capacity creation in this area has been slow and it is vital that special emphasis be given to expedite environmental and other clearances, so that the pace of work on these hydro-electric power projects can be stepped up.

Some private sector investments have been made in transmission in the Eleventh Plan and it is important to build a policy framework within which more private sector investments will be forthcoming in the Twelfth Plan.

The distribution segment in the power sector is clearly the weakest link in the power system. The current losses of distribution utilities, before accounting for State subsidy, are approximately ₹ 70,000 crore.

Since the financial viability of the power sector as a whole depends upon the revenues collected at the distribution end, it is absolutely vital that the distribution system is made financially viable during the Twelfth Plan. This can be done by bringing in modern systems of management, use of IT and enforcement of accountability. Another way is to go in for privatization as some States have done.

Given the strong growth in thermal generation projected in the Twelfth Plan, the aggregate demand for coal at the end of the Twelfth Plan is likely to be between 900 and 1,000 million tones depending upon the pace of implementation of power capacity. As against the projected demand of 900-1,000 million tons (mt) by the end of the Twelfth Plan, the domestic output is unlikely to exceed 750 mt leaving more than 200 mt shortfall to be met from imports.

The Indian Power Industry is one of the largest and most important industries in India as it fulfills the energy requirements of various other industries. It is one of the most critical components of Infrastructure that affects economic growth and the well being of our nation. Growth in the power sector is related to India's GDP growth rate and hence, in order to sustain the growth of 8% to 9% in GDP, India needs to continuously add power generation capacity commensurate with this pace.

To sustain the GDP growth rate of India @ 8% plus per annum, India needs the power sector to grow at 1.8 to 2 times the GDP rate of growth as espoused by economic planners and industry experts. This would mean year-on-year capacity additions of 18000 to 20000 MW to achieve this ambitious plan of moving India to a developed economy status as an economic global power house. The power sector will provide biggest avenues to participate in the development of India's infrastructure.

In the medium term, thermal power is likely to remain the major source of generation as the coal-based (pit-head plants) / gas-based projects presently have a competitive

tariff advantage over renewable energy projects. There has been a record capacity addition of 53,922 MW in the 11th plan as on 29.03.2012.

Like other core infrastructure sectors, Government of India and even various state governments are seeking active participation of the private sector across generation, transmission and distribution of power. A slew of reform measures have been taken by authorities and regulators towards making it an attractive sector for private players.

IV EXPRESSWAYS

Connectivity is a key component of development & it is the pillar on which economy grows and development is witnessed. Roads formulate the path to the holistic development of the nation. Roads in India are the most preferred mode of transportation. Easy availability, adaptability to individual needs and cost savings are some of the factors working in favour of road transport.

India has the world's second largest road network, aggregating over 3.34 million kilometers (km) and carry about 65% of freight and 85% of passenger traffic, according to the National Highway Authority of India. Road transport also acts as a feeder service to railway, shipping and air traffic. In order to give impetus to the economic development of the country, the Government has embarked upon a massive National Highways Development Project (NHDP) in the country.

As Indian Economy grew in the early part of this decade, challenges & opportunities across entire spectrum emerged and so was the case of large expressways with unique model of ribbon development along it, which modelled as developed tracks of New India.

V. REAL ESTATE

The real estate sector is a critical sector of our economy. It has a huge multiplier effect on the economy and therefore, is a big driver of economic growth. It is the second-largest employment-generating sector after agriculture. Growing at a rate of about 20% per annum, this sector has been contributing about 5-6% to India's GDP. Not only does it generate a high level of direct employment, but it also stimulates the demand in over 250 ancillary industries such as cement, steel, paint, brick, building materials, consumer durables and so on.

The shortage of affordable housing space continue to be one of the biggest challenges towards ensuring equitable and inclusive economic growth. The right mix of government policies and easing of norms for land acquisition are the prerequisites to address the same. The other key challenges that the real estate industry is facing are rising manpower and material cost, shortage of labour, etc. In the year 2012-13, Indian Real Estate Sector will stay attractive due to its strong economic fundamentals and demographic factors.

The Group continues to focus on the development of Integrated Townships and Cities alongside the Expressway to synergize the benefits of this unique revenue model.

VI HOSPITALITY

Indian tourism industry is coming of age. The growth in economic activity is not only translating in increased Foreign Tourist arrivals but also in increased disposable earnings, which in turn is augmenting the domestic travel sector as well.

Government of India's focussed promotional campaign 'Incredible India', the successfully held world level sporting events (including commonwealth games, F1 Race) and continued development of country's infrastructure augur well for Indian tourism industry. The reports of hospitality sector has predicted robust recovery in Indian Tourism.

The contribution from Travel & Tourism to Gross Domestic Product (GDP) is expected to grow to ₹ 5,438 billion by the Financial year 2019-20. With India share being just 1.2% of total demand of global travel, the prospects for the industry remain promising as the growth of the Tourism Industry has shown positive signs. In view of the country's rapid economic growth the hotel industry is expected to remain buoyant.

REVIEW OF FINANCIAL PERFORMANCE

The key indicators of the financial performance of the Company for the year 2011-12 were as under:

S. NO.	ITEM	FY 2011-12	FY 2010-11
		₹ CR.	₹ CR.
1	TOTAL REVENUES	13,117.61	13,318.71
2	PROFIT BEFORE EXCEPTIONAL ITEMS, PRIOR PERIOD ITEMS & TAX	1,308.25	1,240.51
3	EBIDTA	3,704.14	3,308.19
4	PROFIT BEFORE TAX	1,314.34	1,754.51
5	NET PROFIT AFTER TAX	1,026.38	1,167.78
6	BASIC EPS AFTER EXTRA-ORDINARY ITEMS	4.83	5.49

Note: FY 2010-11 includes Profit on sale of shares (Exceptional item) amounting to ₹ 513.16 Crores.

SEGMENT – WISE PERFORMANCE & REVIEW OF OPERATIONS

The segment-wise performance is as under :

Segment Revenue		₹ in Crores
		Year ended 31.03.2012
(a)	Cement	5464.96
(b)	Construction	5842.26
(c)	Power	35.57
(d)	Hotel/ Hospitality & Golf Course	196.54
(e)	Real Estate	1416.96
(f)	Investments	201.21
(g)	Others	1.33
(h)	Unallocated	71.77
Total		13230.60

Less: Inter-segment Revenue	112.99
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Total Sales/ Income	13117.61
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Segment Results	
(a) Cement	652.57
(b) Construction	1605.36
(c) Power	15.61
(d) Hotel/ Hospitality & Golf Course	3.58
(e) Real Estate	664.67
(f) Investments	201.21
(g) Others	-4.68
Total	3138.32

Less :		
(a) Finance Costs	1781.74	
(b) Other Un-allocable Expenditure net off Un-allocable Income	42.24	1823.98

Profit before Tax	1314.34
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JAYPEE IN ENGINEERING & CONSTRUCTION

During the year, the Engineering & Construction Division of the Company continued to perform well. While the Company has been qualified for new Projects, new contracts were also awarded, as reported in the Directors' Report.

While your Company is facing the pressures of Indian economy as well as global conditions coupled with liquidity crunch and weak demands, the Company also remains confident about India's strong fundamentals as well as Company's own strength, expertise and experience in the infra-structure sector, which is the backbone of India's growth potential.

As a multi-disciplinary infrastructure player, Jaiprakash Associates Ltd. (JAL) is geared up to participate in the infrastructure development of the country. Its leadership as an EPC player, a Cement producer, a Power Producer, an Expressway developer, a premium township developer and a niche hospitality player is well established. With rapid capacity expansion across most of its business domains, it shall reap rich dividends from the forthcoming infrastructure boom and create substantial value for all its stakeholders.

JAYPEE IN CEMENT

Your Company, alongwith its subsidiaries, is the third largest cement producer in the country with 36.05 MTPA (Million Tonne Per Annum) installed capacity. Out of 36.05 MTPA, 33.30 MTPA is operative capacity and 2.75 MTPA is under implementation. Out of 33.30 MTPA, 4.30 MTPA is through two joint ventures with SAIL and 9.80 MTPA is through wholly owned subsidiary.

It is continuing to add capacities to take its tally to touch 50 MTPA in next few years. In doing so, the Company will script the fastest expansion in cement sector by any company in India and position itself amongst the top cement manufacturers in Asia.

JAYPEE IN ENERGY

Jaiprakash Power Ventures Limited (JPVL) (a subsidiary Company of JAL) is the largest private sector Hydro Power producer with 1700 MW of operational assets, with plant capacities of 300 MW Baspa, H.P., 400 Vishnuprayag, Uttarakhand and 1000 MW Karcham-Wangtoo, H.P. In addition, another 4420 MW of Hydro-Power Projects are in various stages of development.

Together with its portfolio of Thermal Power Projects, JPVL is poised to have a total generation capacity of 13,519 MW by financial year 2018- 19 and shall be the only Company in Private Sector having a mix of 65% from thermal power and 35% from hydro power.

The group plans to execute significant proportion of its capacity expansion plans over the next few years. As per the current drawn out capacity addition plans, the Company shall add 12,000 MW approx. between year 2012 and 2019. This shall be spread across thermal and hydro power segments, as well as regulated and merchant power.

JAYPEE IN EXPRESSWAYS

Jaypee Group entered into construction of expressways with the Yamuna Expressway project – a 165 kilometres access controlled 6 lane super expressway along the Yamuna river connecting Noida and Agra on Build – Own – Transfer basis. The project envisages ribbon development along the expressway at 5 locations aggregating 25 million square meters of land for residential/ industrial/ institutional purposes and has triggered multi-dimensional, socio-economic development in Western U.P. besides strengthening the Group's presence in real estate segment in this decade.

Jaypee Infratech Limited (JIL), a subsidiary of JAL has successfully executed the Yamuna Expressway project, which is expected to be inaugurated soon.

JIL has deployed the most advanced machinery and equipment including 10 units of concrete batching plants, 9 units of crushers with metal breaking capacity @ 300 tph and 6 integrated units comprising aggregate crushing & screening facilities distributed at intervals of 28 kilometres each along the expressway, the Company also used 4 nos. of 16 meter wide Paver (Writgen) imported from Germany which are designed to pave all 3 lanes of one side of the expressway in one go and pavers of this size were used for the first time in India.

Himalyan Expressway Limited (HEL), a subsidiary of JAL, has recently successfully implemented Zirakpur-Parwanoo Expressway Project in the States of Punjab, Haryana and Himachal Pradesh. The project consists of 17.39 Km of widening of existing two-lane carriageway to four-lane and 10.14 Km of new four-lane bypass.

Work on 1047 Km long 8-lane Access-Controlled Ganga Expressway Project connecting Greater Noida with Ghazipur-Ballia along the left bank of river Ganga has been suspended for the time being since the environmental clearance is yet to be obtained by the State Government.

Jaypee Agra Vikas Ltd., another subsidiary of the Company, has signed Concession Agreement for Development of Inner Ring Road at Agra. The commencement of work on the said project is pending Government clearances.

JAYPEE IN REAL ESTATE

The Group's focus is on strong execution, quality control and long term, sustainable growth. Company got overwhelming response to all its products launched in 2011-12.

A well balanced product mix of premium homes, affordable homes and plotted development was the focus for 2011-12. This was demonstrated during the year, with launches of prestigious residential and commercial projects like The Kove, Country Homes II, Boomerang Residences, Garden Isles, Cypress Court, The Castille-II, Yamuna Vihar, Jaypee Square (SCO) and Jaypee Chambers.

Further, because our developments are designed as Integrated Townships with a wide range of planned educational, recreational, sports, commercial and retail facilities, we believe they will appeal to a diverse mix of potential residents.

JAYPEE IN HOSPITALITY

The Hotels Division of the Company has 5 'five-star' luxury hotels, finest Championship Golf Course, Integrated Sports Complex and Town Centre strategically located to service the needs of discerning business and leisure travellers. In New Delhi, the Division has two hotels - Jaypee Siddharth with 94 rooms and Jaypee Vasant Continental with 119 rooms. The largest property of the Company Jaypee Palace Hotel and Convention Centre is located at Agra with an inventory of 341 rooms and Jaypee Residency Manor at Mussoorie has 90 rooms and soon new 45 rooms more shall be added to its inventory.

Jaypee Greens Golf & Spa Resort, a prestigious presentation by Jaypee Hotels in the luxury segment, offers 170 state of art rooms and world renowned "Six Senses Spa" overlooking the Championship 18 hole Greg Norman Golf Course at Jaypee Greens, Greater Noida, U.P. It has emerged as a preferred choice of upmarket business travellers.

The Company has India's first Greg Norman Signature Golf Course at Jaypee Greens, Greater Noida. It is the finest 18 hole Championship Golf Course.

In recognition of our hospitality, the Golf Course at Jaypee Greens, Greater Noida has been conferred with the prestigious "BEST TOURISM FRIENDLY GOLF COURSE" award by the MINISTRY OF TOURISM, Government of India.

In the close proximity to the Golf Course is Atlantis-The Club, an integrated sports complex that offers World Class sporting events & tournament facilities, rooms & conference facilities and Jaypee DelCourt, offering hospitality with a difference, offers 27 well appointed rooms and 36 service apartments making it a viable destination for corporate entrepreneurs, expats business and leisure stays.

The Company's Hotels at New Delhi, Agra and Mussoorie have been accredited with ISO 9001 for Quality Management System (QMS), ISO 14001 for Environment Management System (EMS), ISO 22000 for Food Safety Management System (FSMS) and Hazard Analysis and Critical Control Point (HACCP).

OUTLOOK

Jaiprakash Associates Ltd. has an established growth record as a leading infrastructure Company with decisive competitive advantages. We believe that the next decade in India belongs to infrastructure sector. While even the smallest constituents of infrastructure sector will immensely benefit from it, Jaiprakash Associates Ltd. shall not only benefit from the ensuing growth phase of Infrastructure but actually lead the Infrastructure development of India. Its future outlook appears bright for the following reasons:

- It is "Right Placed" in the core infrastructure sectors of cement, power, roads, and realty

- It has "Right Blend" i.e. diverse business mix leading to de-risked business model
- It is "Right Scaled" as it has leadership positions in almost all of its business domains and scaling up of capacities across all of them. Ready and rolling capacities will help it maximise from the growing demand.
- It has the "Right Span" from northern to southern India, western to eastern through central India within its span of reach.

It is based on the above facts that the Company's outlook appears very positive and the Company shall continue growing at a rate higher than the economy and most of the industry sub-verticals it operates in.

OPPORTUNITIES & THREATS

1. **Engineering & Construction Industry:** With the renewed thrust by the Government of India to add hydropower generation in India to meet growing power demand, it is expected that large number of new hydropower projects will be taken up by various Government undertakings. This will result in more opportunities for the Company which specializes in development of Hydro power and River Valley Projects. Similar Governmental continued thrust on other infrastructure projects including highways/ expressways, will bring lot of opportunities for India and your Company. Keeping in view the expertise of the Company, no threat is perceived in this area of operation.
2. **Power Generation :** The necessity for addition of power generation capacity of the country and the various incentives provided by the Government of India for private sector participation in development of power will be key to the development of Power projects on Build, Own, Operate (BOO) basis by the Company.
3. **Hospitality & Real Estate:** Growth in economic activity world over supplemented with Government of India's focussed promotional campaign "Incredible India", international level sporting events etc. are translating in increased foreign tourist arrivals. With the increasing economic activity in the country are believed to facilitate growth in the Hospitality sector. The Government has introduced many progressive reforms to unlock the potential of the real estate sector and also meet increasing demand levels. The quality real estate development undertaken by the Company is selling well inspite of other players being in the market. This business as a whole is looking bright.
4. **Cement:** Cement consumption and demand in India has been growing during the last few years. However, due to market conditions, the selling price had been under pressure during the year under review and for the present as well. To meet the challenge, the Company keeps taking steps to improve economy in operations on continuous basis. The pan India presence of the Company for manufacturing and marketing of Cement will give the Company inherent locational advantages and economies of scale.
5. **Mining:** The Company has procured Captive Coal Blocks to meet the requirements of its business as per Government of India's latest guidelines. This would not only meet its long term energy needs, but would also bring down the cost of production substantially.

6. **General:** The Indian Economy is expected to grow at over 8% p.a. in the medium term. The growth is envisaged to be driven by investments in infrastructure including Roads, Ports, Power Sector etc. Besides, housing sector in the urban and semi-urban areas is poised for growth.

Increasing economic activity and population is expected to increase both, per capita and aggregate, cement and power consumption, besides housing & hospitality needs. These factors are expected to positively impact the prospects of demand for Company's products.

The Company has emerged as a Significant Infrastructure Company with diversification in Real Estate, Expressways and Hospitality business. Already on a higher trajectory in growth curve, the Company is poised to seize every opportunity to expand the existing line of business or enter into new related line of businesses. The Company is well equipped to handle threats of competition and challenges which might emanate from Cement Industry or the Company's ongoing execution of Projects on Mountainous Regions and at difficult terrains.

RISKS & CONCERNS

With the fairly diversified nature of Jaypee's business, the risks and concerns vary from one business to other. With Company's span of businesses falling under core infrastructure domain, the continuing infrastructure development phase of India provides considerable cushion. The divisions cross leverage strengths to each other and help mitigate major risks at Company level.

1. **Cement industry** being highly energy intensive, any possible rise in energy cost might affect Company's business adversely. The setting up of the captive power units in addition to the proactive steps towards reducing power consumption helps the Company counter this threat effectively. It has commissioned captive thermal power plants. The cement industry is cyclical in nature and also witnesses seasonal reduction in consumption during monsoon season. Keeping in view the demand growth, the Company has been ramping up its capacities. It carefully evaluates the regional mismatches and deploys capacities to minimise from the cyclical risks.
2. **The Engineering & Construction Division** of the Company provides performance guarantees in relation to certain of its projects and other activities. The Company provides the Performance Guarantee which depends on the Terms and Conditions as stipulated by the Clients and is up to 5% of the contract price and is in line with the general practice prevailing in the country for awards of contracts.
3. **Cyclical and Political Condition affecting businesses :**

The Cement Industry is cyclical in nature and consumption level of cement reduces during monsoon seasons. However, the level of spending on housing sector is dependent on the growth of economy, which is predominantly dependent on agriculture since India is an Agricultural centric economy. Cement Industry has maintained a good Growth Rate during last few years.

Engineering & Construction Growth in infrastructure sector is dependent on political stability. There has been continuous emphasis on development of Infrastructure and Housing by successive governments after reform process was initiated in nineties.

4. **A significant proportion of the Company's revenues** (Engineering & Construction Division) comes from a limited number of customers. It relies heavily on Central and State Governments and public sector undertakings which are subject to political influence.

5. Contract Payment Risk

In view of the fact that JAL typically takes up large size construction contracts of sizes over ₹500 crores which requires large scale mobilization of man power, machinery and material, the timely receipt of payments from the client is critical.

Generally, the contract terms involve payment of advance for mobilization while the balance amount is linked to the physical progress of the project. JAL restricts its interest to those projects, which have the budgetary outlay / sources of finances tied up (i.e. financial closure achieved), thus, minimizing the risk of delays in payment.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has an internal control system commensurate with its size and nature of business. The system focuses on optimum utilisation of resources and adequate protection of Company's assets. It monitors and ensures efficient communication between the Projects and the Head Office; efficiently manages the information system and reviews the IT systems; ensures accurate & timely recording of transactions; stringently checks the compliance with prevalent statutes, listing agreement provisions, management policies & procedures in addition to securing adherence to applicable accounting standards and policies.

The internal control system provides for adherence to approved procedures, policies, guidelines and authorization. In order to ensure that all checks and balances are in place and all the internal control systems and procedures are in order, regular and exhaustive internal audit is conducted by the qualified Chartered Accountants. Internal audit reports are reviewed by the Audit Committee on a quarterly basis.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

The core of achieving business excellence lies in a committed, talented and focussed workforce. Under the exemplary leadership of its Founder Chairman, the Company has created a highly motivated pool of professionals and skilled workforce that share a passion and vision of the Company. The resultant power of HR pool gets reflected in the phenomenal growth of the Company in the recent past.

The Company adopts latest techniques in evaluating the potential and training needs of the employees at all levels. Designing of tailor-made training programmes that fill the knowledge/skill gap and imparting in-house training in addition to utilising external programmes are significant functions of HR Department of the Company.

As at 31.03.2012, the Company had a total workforce of approx. 20,000 persons, including managers, staff and regular/casual workers.

Industrial relations in the organization continued to be cordial and progressive.

HEALTH AND SAFETY

The Company places considerable emphasis on health and safety throughout its operation and displays commitment to ensure the high standards being maintained in compliance with applicable laws and regulations.

The Company's Safety Policy comprises a statement of the Organization's objectives regarding safety of Man and Equipment in operation at work sites. The Management's endeavour is to establish Risk-Free and zero accident work environment.

Training programmes have been implemented for all its staff and employees, and the Company carried out regular safety audits in relation to its operations.

The cement division of the Company has been awarded a number of National and State safety awards in India.

ENVIRONMENTAL MATTERS

As a diversified engineering, construction and manufacturing conglomerate, the Company is required to comply with various laws and regulations relating to the environment.

Stack emission is a key environmental concern in cement manufacturing. The Company's cement plants comply with current stack emission limits for air pollution. Its cement units take proactive environmental management actions like adopting a comprehensive fire fighting scheme, permanent bonding and grounding of equipments in order to reduce static electricity hazards; equipping electric installations with heat sensors and an automatic water spray system; fitting the coal mill gas circuits with explosion flaps to immediately relieve pressure for the protection of personnel and equipment etc.

The Company consistently undertakes water conservation and rain water harvesting measures. In the areas adjacent to the limestone mines, the Company has created reservoirs with huge surface area and storage capacity. In Jaypeepuram, the Company has created three reservoirs. A garland canal system laid along the mines periphery area has also been created to collect run-off rainwater in these reservoirs and lakes. These reservoirs and lakes serve the water requirements of the Company's cement plants and thermal power plants. Utilisation 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 which often occur in March/July each year.

The Company utilises fly ash, which is a waste product, for the generation of thermal power. The Company is now able to utilise substantial amounts of fly ash in its production process including generated from Company's captive thermal power plants. Regular environmental audits are conducted at the Company's cement plants and stack/ambient emission monitoring is carried out on a regular basis.

The Company also has an active plantation scheme, with horticultural plans drawn up on a yearly basis for the forestation of reclaimed areas within the vicinity of the Company's limestone mines. Over the reclaimed areas within our mining leases and in the plants, townships, along the roads, we have planted large number of trees, including teak trees.

A unique water conservation measure adopted in the captive power plant is the adoptions of the air cooled condenser technology, which greatly reduces the water consumption in the cooling tower makeup.

The Company believes that it complies in all material respects

with all such statutes applicable to it and with the regulations hereunder.

AIR POLLUTION

The Company expects the environmental rules and regulations to become more stringent so as to reduce emission. The Company has already taken steps in this direction and most of these parameters have been achieved by the cement business. The cement business has undertaken major initiatives to reduce dust emissions including adoption of new technologies.

CORPORATE SOCIAL RESPONSIBILITY

To seek an inclusive and sustainable growth is intrinsically woven in the DNA of the Company. Community development is viewed as the principal pillar of sustainability and pursued as carefully as any other aspect of Company's business. The Company extends basic facilities like its hospitals, drinking water etc. to villagers around its plants. It also undertakes the regular upkeep of public roads in the vicinity. Various schools and vocational training institutes of the group enrol children from the surrounding villages.

It is considered to be a matter of privilege of the Organisation to improve the lives of the people that come in contact with the Organisation around its project sites/cement complexes while it endeavours in the task of nation building. A Comprehensive Rural Development Program (CRDP) was initiated in 1993 in villages surrounding the cement plant, at Madhya Pradesh. In Madhya Pradesh over 28 villages are benefitting from the activities of CRDP, and as we expand in other regions the CRDP plan is expanding its reach to cover a large number of villages.

We believe, as a responsible corporate citizen it is our duty to ensure that the benefits of our growth are not just shared by the members of our organization but also the local environment in which we operate. We have set up a 24-bedded hospital at our 'cement complex', which benefits over one lac villagers. An equal number of villagers in areas around our various project locations benefit from free medical treatment, safe drinking water and huge water reservoirs, medical facilities and free animal care at various locations. Jaiprakash Sewa Sansthan (JSS) is not just improving lives of people but also making a better tomorrow. Also, with construction and renovation of our roads, village schools, healthcare facilities, irrigation, drainage system and religious structures. JSS is striving to build a satisfied and contented community- for a stronger nation. A desalination plant setup by the Company in the water starve district of Bhuj, in the State of Gujarat, at its cement plant is providing scarce water to over 100 villages which have struggled for this resource for generations.

FORWARD LOOKING / CAUTIONARY STATEMENT

Certain statements in the Management Discussion & Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future event, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand supply conditions, finish goods prices, changes in Government Regulations and Tax regime etc. The Company assumes no responsibility to publically amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

AUDITORS' REPORT**TO THE MEMBERS OF
JAIPRAKASH ASSOCIATES LIMITED**

1. We have audited the attached Balance Sheet of **Jaiprakash Associates Limited** as at 31st March, 2012 and also the annexed Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the **Jaiprakash Associates Limited** management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the Financial Statements are prepared 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 the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of financial statement. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report, are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report, comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (e) on the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March, 2012 from being appointed as a director, in terms of clause (g) of sub-section(1) of section 274 of the Companies Act, 1956;
 - (f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with significant accounting policies and notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement of the cash flows of the Company for the year ended on that date.

For M.P. SINGH & ASSOCIATESChartered Accountants
Firm Registration No.002183C**(CA M.P. SINGH)**

Partner

M.No.1454

Place : Noida

Dated : 30th May, 2012

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts for the year ended 31st March, 2012, of **Jaiprakash Associates Limited**.

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets. The situation of the moveable assets used in the construction activity keeps on changing from works sites depending upon requirements for a particular contract.
- (b) A substantial portion of the Fixed Assets have been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the Company & nature of its assets. According to the information given to us and to the best of our knowledge, no material discrepancies were noticed on such physical verification.
- (c) Fixed assets disposed off by the Company during the year were not substantial; hence it does not affect the Company as a going concern.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material and these have been properly dealt with in the books of account.
- (iii) The Company has not granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods / real estate, electrical energy, services & supplies under EPC contracts. During the course of our audit we have not observed any continuing failure to correct major weakness

in internal control system.

- (v) Based on the audit procedures applied by us and according to the information and explanations given to us we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into the register required to be maintained under that section. The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of Section 58A, 58AA and any other provisions of the Companies Act, 1956, and the rules framed thereunder with regard to the deposits accepted from the public. As informed to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- (vii) In our opinion the Company has an internal audit system commensurate with the size & nature of its business.
- (viii) We have broadly reviewed the accounts and cost records maintained by the Cement & Power divisions of the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima-facie the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records.
- (ix) (a) As per records produced before us, the Company is generally regular in depositing undisputed statutory dues like Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities and there were no arrears of such dues at the year end which have remained outstanding for a period of more than six months from the date they became payable.
- (b) As per records produced before us the dues of Income-tax, Sales-tax, Wealth tax, Service tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute are stated hereunder:

(₹ lacs)

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending				Total
		Commissionerate	Appellate authorities-Tribunal	High Court	Supreme Court	
Central Excise	1988-92	13.65	-	-	-	13.65
	1999-01	-	0.65	-	-	0.65
	2000-02	-	1.32	-	2.16	3.48
	2000-04	-	88.22	-	-	88.22
	2004-05	-	140.97	-	-	140.97

(₹ lacs)

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending				Total
		Commissionerate	Appellate authorities-Tribunal	High Court	Supreme Court	
	2005-07	2.06	-	-	-	2.06
	2005-06	-	64.88	-	-	64.88
	2007-09	-	585.07	-	-	585.07
	2009-10	2.52	819.92	-	-	822.44
	2000-01	-	-	-	-	-
	2000-03	7.11	12.55	-	-	19.66
	2002-04	-	72.93	-	-	72.93
	2004-06	-	-	1.80	-	1.80
	2006-07	-	0.58	-	-	0.58
	2007-08	-	480.81	-	-	480.81
	2008-09	19.08	321.30	-	-	340.38
	2006-10	-	552.28	-	-	552.28
	2009-11	580.72	-	-	-	580.72
Electricity Duty & Cess	1991-2002	-	-	1,844.71	-	1,844.71
	2003-2004	-	-	-	50.64	50.64
	2003-2004	-	-	-	41.85	41.85
U.P. Trade Tax	1998-99	-	-	241.71	-	241.71
	1999-00	-	-	-	480.15	480.15
	2000-01	-	-	0.73	810.29	811.02
	2001-02	-	-	-	711.14	711.14
	2002-03	-	-	-	584.78	584.78
	2003-04	-	-	-	289.77	289.77
	2004-05	-	-	-	612.94	612.94
	2007-08	68.47	57.28	-	-	125.75
	2010-11	3.76	-	-	-	3.76
U.P.Entry Tax	2008-12	-	-	-	44.20	44.20
	2007-08	-	-	-	1,054.14	1,054.14
	2008-09	-	-	-	2,817.38	2,817.38
	2009-10	-	-	-	3,145.02	3,145.02
	2010-11	-	-	-	401.49	401.49
	2011-12	-	-	-	555.05	555.05
M.P.Entry Tax	2000-01	0.90	-	-	-	0.90
	2001-02	-	-	148.75	-	148.75
	2006-07	57.34	-	-	-	57.34
	2005-12	-	-	-	4,785.81	4,785.81
	2007-08	95.39	-	-	-	95.39
	2009-11	-	-	-	206.94	206.94
Himachal Entry Tax	2010-11	-	-	261.27	-	261.27
	2011-12	-	-	509.97	-	509.97
MPCT/CST	1999-00	-	9.83	-	-	9.83
	2001-02	20.38	-	-	-	20.38
	2004-05	-	34.65	-	-	34.65
	2005-06	-	-	266.19	-	266.19
	2002-08	-	-	-	9,030.66	9,030.66
	2000-01	-	-	227.23	-	227.23

(₹ lacs)

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending				Total
		Commissionerate	Appellate authorities-Tribunal	High Court	Supreme Court	
	2007-08	16.82	-	90.49	-	107.31
	2009-10	-	-	-	-	-
	2010-11	-	-	-	-	-
	2011-12	-	-	89.15	-	89.15
Royalty on limestone incl interest	Upto Dec 2008	-	-	8,844.98	-	8,844.98
Rural Infrastructure Tax	Oct 05- Dec 09	-	-	-	289.30	289.30
Tax on transportation of goods in Himachal Pradesh	2010-11	-	-	243.67	-	243.67
	2011-12	-	-	759.67	-	759.67
Service Tax	2008-09	-	138.65	-	-	138.65
	2009-10	-	5.13	-	-	5.13
Forest Transit fee		-	-	-	1,730.99	1,730.99
Levy on transport of limestone	2007-2011	-	-	-	582.70	582.70
Income Tax	AY 2009-10	4,082.16	-	-	-	4,082.16

- (x) The Company does not have any accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause (xiii) of Para 4 of the Order is not applicable.
- (xiv) In our opinion the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, clause (xiv) of Para 4 of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, where the Company has given guarantee for loans taken by its subsidiaries from banks or financial institutions, the terms and conditions thereof are not prejudicial to the interest of the company.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.

- (xvii) According to the information and explanations given to us and on the overall examination of the Balance Sheet of the Company for the year under report, we are of the opinion that no funds raised on short term basis have been used for long term investment.
- (xviii) According to the information and explanations given to us the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has created security/charge in respect of secured non-convertible debentures issued and outstanding at the year end.
- (xx) As the Company has not raised any money by way of public issues during the year, Clause (xx) of Para 4 of the Order is not applicable.
- (xxi) According to the information and explanations given to us, no material fraud by or on the Company has been noticed or reported during the year.

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

BALANCE SHEET AS AT 31ST MARCH, 2012

	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	1,187,901	1,230,430	897,208	939,737
NON-CURRENT LIABILITIES					
(a) Long Term Borrowings	4	1,503,700		1,722,194	
(b) Deferred Tax Liabilities [Net]	5	124,372		119,398	
(c) Other Long Term Liabilities	6	160,878		125,689	
(d) Long Term Provisions	7	13,263	1,802,213	5,172	1,972,453
CURRENT LIABILITIES					
(a) Short Term Borrowings	8	107,929		171,838	
(b) Trade Payables	9	222,550		185,831	
(c) Other Current Liabilities	10	698,373		475,068	
(d) Short Term Provisions	11	12,937	1,041,789	10,476	843,213
TOTAL		4,074,432		3,755,403	
ASSETS					
NON-CURRENT ASSETS					
(a) FIXED ASSETS	12				
(i) Tangible Assets		1,089,525		1,191,430	
(ii) Intangible Assets		4,941		4,258	
(iii) Capital Work-in-Progress [Including Expenditure During Construction Period]		448,152		558,276	
(iv) Intangible Assets under Development		-		996	
		1,542,618		1,754,960	
(b) NON-CURRENT INVESTMENTS	13	654,550		604,859	
(c) LONG TERM LOANS AND ADVANCES	14	117,455		171,805	
(d) OTHER NON-CURRENT ASSETS	15	156,890	2,471,513	151,112	2,682,736
CURRENT ASSETS					
(a) Current Investments	16	33,697		43,516	
(b) Inventories	17	169,149		166,645	
(c) Projects Under Development	18	233,631		161,686	
(d) Trade Receivables	19	286,637		130,054	
(e) Cash and Cash Equivalents	20	102,223		246,252	
(f) Short-term Loans and Advances	21	313,464		321,981	
(g) Other Current Assets	22	464,118	1,602,919	2,533	1,072,667
TOTAL		4,074,432		3,755,403	

Significant Accounting Policies & Notes to the Financial Statements**1 to 58**

As per our report of even date attached to the Balance Sheet

For and on behalf of the Board

For **M.P. SINGH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 002183C

M.P. SINGH

Partner

M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

MANOJ GAUR

Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA

Executive Vice Chairman

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	Note No.	2011-2012 ₹ Lakhs	2010-2011 ₹ Lakhs
REVENUE FROM OPERATIONS	23	1,285,312	1,309,279
OTHER INCOME	24	26,449	22,592
TOTAL REVENUE		1,311,761	1,331,871
EXPENSES			
Cost of Materials Consumed	25	286,447	300,517
Changes in Inventories of Finished Goods & Work-in-Progress	26	(5,362)	(13,666)
Manufacturing, Construction, Real Estate, Hotel/ Hospitality & Power Expenses	27	423,450	496,116
Employee Benefits Expense	28	66,132	59,572
Finance Costs	29	178,174	145,830
Depreciation and Amortisation Expense	30	61,415	60,938
Other Expenses	31	170,680	158,513
TOTAL EXPENSES		1,180,936	1,207,820
Profit before Exceptional, Prior Period Items & Tax		130,825	124,051
Profit on Sale of Shares - Exceptional Item		-	51,316
Prior Period Adjustments		609	84
Profit before Tax		131,434	175,451
Tax Expense			
Current Tax		23,835	33,009
Deferred Tax		4,975	27,073
Excess Provision for Income Tax in Earlier Years Reversed		(14)	(1,409)
Profit for the year		102,638	116,778
Earnings Per Equity Share [EPS] [Face Value of ₹ 2/- per share]			
Before Extraordinary Items			
Basic Earnings Per Share		4.83	5.49
Diluted Earnings Per Share		4.64	5.27
After Extraordinary Items			
Basic Earnings Per Share		4.83	5.49
Diluted Earnings Per Share		4.64	5.27
Significant Accounting Policies & Notes to the Financial Statements	1 to 58		

As per our report of even date attached to the Balance Sheet

For **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

For and on behalf of the Board

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

NOTE No. "1"

[A] SIGNIFICANT ACCOUNTING POLICIES

General:

- [i] The Accounts are prepared on the historical cost basis and on the principles of a going concern.
- [ii] Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

Revenue Recognition:

- [i] Revenue/Income and Cost/Expenditure are accounted for on accrual basis.
 - [ii] Cement Sales/ Clinker Sales/ Asbestos Sheets Sales are net of Excise Duty/Value Added Tax and exclusive of Self Consumption.
 - [iii] Construction Revenue/Income from/in respect of Contracts entered on or after 01.04.2003 are accounted as per AS-7 [Revised]. Construction Revenue/Income from/in respect of Contracts entered before 01.04.2003 are accounted as per erstwhile AS-7.
 - [iv] Entrance Fee for Golf Membership is recognised in the year of receipt, irrespective of the period of membership.
 - [v] 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.
 - [vi] Escalations/Claims are taken in the accounts on the basis of receipt or as acknowledged by the client depending upon the certainty of receipt.
 - [vii] 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.

[viii] (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.

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/ materialise.

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. 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.

Depreciation:

Depreciation on Fixed Assets is provided on Straight Line Method as per the classification and in the manner specified in 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.

Inventories :

- [i] 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].
- [ii] The Closing stocks are valued on the basis of Weighted Average Cost Method. Material at Transit is taken at cost.

- [iii] Work-in-Progress/Material-in-Process are valued at estimated cost.
- [iv] Hotel Business - Stock of Food, Beverages, Operating Stores and Supplies are valued at cost. Consumption of material is valued at Cost.

Project Under Development :

Project Under Development includes cost of Land purchased and other costs incurred including internal development and external development charges, construction cost, material cost, cost of services and other related costs.

Foreign Currency Transactions:

- [i] 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.
- [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.

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 or 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 Statement of 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.

Miscellaneous Expenditure:

- [i] Preliminary and Share Issue Expenses are written-off in the year in which they are incurred.
- [ii] Hotel Business - Miscellaneous Expenditure is stated at cost less accumulated amortisation. Fees paid to the Franchiser is amortised over a period of five years.

Expenditure During Construction Period:

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 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 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.

Impairment of Assets:

If the carrying amount of Fixed Assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price or the value in use determined by the present value of estimated future cash flows.

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. 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, is adjusted against the Securities Premium Reserve.

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 preferential payments.

2.4 Details of Shareholder holding more than 5% Shares:

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

NOTE No. "3"			As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs
RESERVES & SURPLUS					
General Reserve					
As per last Balance Sheet		168,093		156,393	
Add: Transfer from Statement of Profit & Loss		10,264	178,357	11,700	168,093
Debenture Redemption Reserve					
As per last Balance Sheet		131,181		80,470	
Add : Transfer from Statement of Profit & Loss		26,930	158,111	50,711	131,181
Revaluation Reserve					
As per last Balance Sheet		20,256		30,392	
Less: Revaluation Reserve on Lease-hold Land Reversed		-		9,835	
Less: Depreciation and amortisation adjusted on Revalued Assets		201	20,055	301	20,256
Securities Premium Reserve					
As per last Balance Sheet		212,086		212,475	
Add : On conversion of Foreign Currency Convertible Bonds into Shares		-		1,304	
Less: Premium Payable on Redemption of Debentures		7,866	204,220	1,693	212,086
Reserve for Premium on Foreign Currency Convertible Bonds					
As per last Balance Sheet		51,414		36,060	
Add : Provided for the year		26,825		15,354	
Less: Amount paid on Redemption		228	78,011	-	51,414
Capital Reserve [including Demerger Reserve]					
As per last Balance Sheet		27,172		27,172	
Add : Addition during the year [Arising on Demerger]		207,013	234,185	-	27,172
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		286,892		264,503	
Profit for the year		102,638		116,778	
		389,530		381,281	
Add : Tax on Proposed Final Dividend Reversed		937		-	
Add : Final Dividend Transferred from Trusts		757		1,022	
Less: Appropriations					
Transferred to Reserve for Redemption Premium on Foreign Currency Convertible Bonds	26,825			15,354	
Transferred to Debenture Redemption Reserve	26,930			50,711	
Transferred to General Reserve	10,264			11,700	
Dividend Paid pertaining to Previous Year	-	64,019		11	
Less: Dividend					
Interim Dividend	-			8,506	
Interim Dividend transferred from Trusts	-			(757)	
Proposed Final Dividend	10,632			8,506	
Tax on Proposed Final Dividend	1,725	12,357	314,848	1,380	286,892
			1,187,901		897,208

NOTE No. "4"	As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs	
	Current	Non-current	Current	Non-current
LONG TERM BORROWINGS				
[I] SECURED LOANS				
A. Non Convertible Debentures	74,500	401,000	39,000	478,500
B. Term Loans				
(i) From Financial Institutions	716	26,062	6,387	1,957
(ii) From Banks				
(a) In Rupees	62,986	798,909	121,892	755,743
(b) In Foreign Currency	3,136	13,152	4,980	16,727
(iii) From Others	8,388	39,113	2,200	26,200
C. Loan from State Government [Interest Free]	-	21,887	-	17,956
D. Advances from Clients:				
From Government Departments, Public Sector Undertakings & Others - Secured against Hypothecation of Construction Material and Plant & Machinery Interest Bearing	-	606	-	606
Total - 'I'	149,726	1,300,729	174,459	1,297,689
[II] UNSECURED LOANS				
A. Foreign Currency Convertible Bonds				
(i) FCCB-II [EURO]	176	-	-	1,092
(ii) FCCB-III [USD]	182,661	-	-	160,010
B. 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
C. Loans From Banks	3,396	20,376	-	20,824
D. Fixed Deposits Scheme	108,343	95,667	48,204	125,604
Total - 'II'	342,517	202,971	82,023	424,505
Grand Total - 'I'+ 'II'	492,243	1,503,700	256,482	1,722,194

4.1 Particulars of Non Convertible Secured Debentures

[a] Interest and Terms of Repayment

₹ Lakhs

Sl. No.	Number	Particulars of Interest and Repayment	Amount Outstanding [including current maturities] As At	
			31.03.2012	31.03.2011
[i]	5,000	10.50% NCDs of ₹ 10,00,000/- each redeemable in 5 equal yearly installments from 16.07.2016 to 16.07.2020;	50,000	50,000
[ii]	1,500	12.40% NCDs of ₹ 10,00,000/- each redeemable in 5 equal annual installments from 04.11.2012 to 04.11.2016;	15,000	15,000
[iii]	4,000	11.75% NCDs of ₹ 10,00,000/- each redeemable in 12 equal quarterly installments from 26.01.2014 to 26.10.2016;	40,000	40,000
[iv]	3,000	11.80% NCDs of ₹ 10,00,000/- each redeemable in 5 equal annual installments from 11.08.2012 to 11.08.2016;	30,000	30,000
[v]	2,000	5.60% NCDs of ₹ 10,00,000/- each redeemable on 31.01.2016;	20,000	20,000
[vi]	5,000	10.75% NCDs of ₹ 10,00,000/- each redeemable in 10 equal quarterly installments from 06.10.2013 to 06.01.2016;	50,000	50,000

₹ Lakhs

Sl. No.	Number	Particulars of Interest and Repayment	Amount Outstanding [including current maturities] As At	
			31.03.2012	31.03.2011
[vii]	2,000	5.60% NCDs of ₹ 10,00,000/- each redeemable on 31.07.2015;	20,000	20,000
[viii]	5,000	11.5% NCDs of ₹ 10,00,000/- each redeemable in 5 equal half yearly installments from 23.07.2013 to 23.07.2015 [₹ 2,00,000/- per Debenture Redeemed against 1000 Debentures due for redemption on 23.07.2015];	48,000	50,000
[ix]	4,000	12.50% NCDs of ₹ 10,00,000/- each redeemable in 10 quarterly installments of ₹ 35 crores each and two quarterly installments of ₹ 25 crores each from 31.07.2012 to 30.04.2015;	40,000	40,000
[x]	2,000	5.60% NCDs of ₹ 10,00,000/- each redeemable on 03.01.2015;	20,000	20,000
[xi]	1,000	11.25% NCDs of ₹ 10,00,000/- each redeemable on 30.11.2014;	10,000	10,000
[xii]	5,000	11.75% NCDs of ₹ 10,00,000/- each redeemable in 5 equal half yearly installments from 15.07.2012 to 15.07.2014;	50,000	50,000
[xiii]	2,000	5.60% NCDs of ₹ 10,00,000/- each redeemable on 03.07.2014;	20,000	20,000
[xiv]	2,000	5.60% NCDs of ₹ 10,00,000/- each redeemable on 03.01.2014;	20,000	20,000
[xv]	9,000	11.75% NCDs of ₹ 10,00,000/- each redeemable in 12 equal quarterly installments from 25.09.2010 to 25.06.2013 [₹ 5,83,333 per Debenture redeemed (Previous Year ₹ 2,50,000 per Debenture redeemed)];	37,500	67,500
[xvi]	1,500	9.5% NCDs of ₹ 10,00,000/- each redeemable in 12 equal quarterly installments from 01.04.2010 to 01.01.2013 [₹ 6,66,667/- (Previous Year ₹ 4,16,667/-) per Debenture Redeemed];	5,000	8,750
[xvii]	500	9% NCDs of ₹ 10,00,000/- each redeemable in 20 equal quarterly installments from 01.04.2008 to 01.01.2013 [Fully Redeemed (Previous Year ₹ 6,50,000/- per Debenture Redeemed)] and	-	1,750
[xviii]	1,800	7.5% NCDs of ₹ 10,00,000/- each redeemable in 12 equal quarterly installments from 15.01.2009 to 15.10.2011 [Fully Redeemed (Previous Year ₹ 7,50,000/- per Debenture Redeemed)]	-	4,500

[b] Non Convertible Secured Debentures mentioned in Note 4.1[a] at Sl.No.

- [v] is redeemable at a premium amounting ₹ 83,50,00,000/-
- [vii] is redeemable at a premium amounting ₹ 72,75,00,000/-
- [x] is redeemable at a premium amounting ₹ 63,00,00,000/-
- [xiii] is redeemable at a premium amounting ₹ 53,35,00,000/-
- [xiv] is redeemable at a premium amounting ₹ 44,40,00,000/-

[c] Non Convertible Secured Debentures mentioned in Note 4.1[a] other than mentioned in Note 4.1[b] are redeemable at value equal to the Face Value.

[d] Security :Non-Convertible Debentures [NCDs] mentioned at Sl No 4.1[a] above, together with interest, liquidated damages, remuneration payable to Trustees, and other monies due in respect thereof are secured as under :

NCDs mentioned at Sl. No . 4.1[a] above	Nature of Mortgage	Properties at	Debenture Trustee	Security Charge
[i], [v] to [x], [xiii] & [xiv]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	Axis Trustee Services Limited	First Mortgage
[ii], [iii], [iv], [xi] & [xii]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	IDBI Trusteeship Services Limited	First Mortgage
[xvi]	Legal Mortgage in English form	Mouje Dhanot, Taluka Kalol, Dist. Mehsana, Gujarat	Axis Bank Limited	First Mortgage

and except Non Convertible Debentures Sl.no. 4.1[a][xv] above, all other Non Convertible Debentures are further secured by way of First Charge ranking pari passu with all the lenders save and except AKA Export Finance Bank Ltd. (Amount Outstanding as on 31.03.2012 - ₹ 5226 Lakhs) and LIC of India (Amount Outstanding as on 31.03.2012 - ₹ 1778 Lakhs) who are having prior charge on specific Fixed Assets, in favour of respective Debenture Trustees for the benefit of all Debenture Holders, on all the movable and immovable Fixed Assets of the company except Fixed assets pertaining to Wind Power, Real Estate Division and Fixed assets specifically charged to State Government / State Financial Institutions for availing interest free loans etc. under various schemes framed by State Governments and any other Assets specifically charged to specific Loan/ Debentures.

- [e] 9,000 Non Convertible Debentures [NCDs] of ₹ 10,00,000/- each aggregating ₹ 900 crores [₹ 5,83,333/- per Debenture aggregating ₹ 525 Crore redeemed], are secured against first and exclusive charge by way of equitable mortgage by deposit of title deed over the land admeasuring 364.55 acres at Jaypee Greens Golf Course, Greater Noida, Uttar Pradesh and collaterally secured by first and exclusive charge by way of Registered mortgage over land of Jaypee Infratech Ltd. admeasuring 40 acres (residential 25 acres and commercial 15 acres) situated at village Sultanpur, Noida, Uttar Pradesh and Village Wazirpur, Greater Noida, Uttar Pradesh respectively. Out of the said 40 acres of land, the Company has entered into an "Agreement to Sell" with Jaypee Infratech Limited on 15.12.2009 for purchase of 15 acres of commercial land and entire sale consideration has been paid to Jaypee Infratech Limited. IDBI Trusteeship Services Limited has been appointed as Debenture Trustee for the said NCDs.

4.2 [a] Terms of Repayment of Secured Term Loans from Banks, Financial Institutions & Others are given as under :

₹ Lakhs				
SL. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding As At 31.03.2012	Amount outstanding As At 31.03.2011
1	Indian Overseas Bank	In 8 equal quarterly instalments from 10.09.12 to 10.06.14	29,967	-
2	UCO Bank	In 20 equal quarterly instalments from 18.02.08 to 18.11.12	1,064	2,484
3	ICICI Bank	In 10 equal half yearly instalments from 30.09.10 to 30.03.15	22,500	30,000
4	ICICI Bank	In 71 equal monthly instalments from 29.07.13 to 29.05.19 and balance in 72nd instalment on 29.06.19	50,000	-
5	State Bank of India	In 22 structured quarterly instalments from 30.06.11 to 30.09.16	72,066	74,979
6	State Bank of India	In 4 equal quarterly instalments from 31.12.12 to 30.09.13	25,297	25,000
7	IDBI Bank	In 20 equal quarterly instalments from 01.10.13 to 01.07.18	60,000	-
8	State Bank of Bikaner & Jaipur	In 32 equal quarterly instalments from 30.06.11 to 31.03.19	9,000	-
9	Karur Vysya Bank	In 12 equal quarterly instalments from 13.08.09 to 13.05.12	250	1,250
10	Canara Bank	In 4 equal yearly instalments from 23.03.13 to 23.03.16	20,000	19,992
11	ICICI Bank	In 71 equal monthly instalments from 29.07.14 to 29.05.20 and balance in 72nd instalment on 29.06.20	129,000	-

₹ Lakhs

SL. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding As At 31.03.2012	Amount outstanding As At 31.03.2011
12	ICICI Bank	In 18 equal half yearly instalments from 30.04.08 to 31.10.16	11,062	11,990
13	Axis Bank	In 16 equal quarterly instalments from 31.12.14 to 30.09.18	60,000	-
14	Bank of Maharashtra	In 15 equal quarterly instalments from 01.07.11 to 01.01.15	4,125	5,627
15	Jammu & Kashmir Bank	In 16 equal quarterly instalments from 01.10.11 to 01.07.15	1,625	2,000
16	Central Bank of India	In 20 equal quarterly instalments from 01.10.11 to 01.07.16	8,500	10,000
17	Bank of Maharashtra	In 19 equal quarterly instalments from 01.07.11 to 01.01.16	5,495	6,995
18	The Karur Vysya Bank	In 20 equal quarterly instalments from 30.06.09 to 30.03.14	2,000	2,999
19	Oriental Bank of Commerce	In 20 equal quarterly instalments from 01.04.09 to 01.01.14	3,407	5,408
20	IDBI Bank	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	75,000	80,000
21	Karnataka Bank	In 24 quarterly structured instalments from 01.11.13 to 01.08.19	15,000	15,000
22	UCO Bank	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	50,000	50,000
23	State Bank of Hyderabad	In 32 quarterly instalments from 30.06.11 to 31.03.19	26,999	-
24	State Bank of Patiala	In 12 equal quarterly instalments from 01.08.13 to 01.05.16	30,000	-
25	Jammu & Kashmir Bank	In 16 equal quarterly instalments from 31.12.12 to 30.09.16	15,000	-
26	Syndicate Bank	In 8 equal quarterly instalments from 18.12.12 to 18.09.14	10,000	-
27	Karur Vysya Bank	In 16 equal quarterly instalments from 31.05.13 to 28.02.17	7,500	-
28	YES Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	3,444	2,500
29	Corporation Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	6,889	-
30	Bank of India	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	6,890	-
31	Lakshmi Vilas Bank	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	6,889	-
32	Oriental Bank of Commerce	In 19 equal quarterly instalments from 11.03.14 to 11.09.18	6,889	-
33	ICICI Bank	In 35 equal quarterly instalments and balance in 36th instalment from 28.12.12 to 28.09.21	63,900	63,900
34	ICICI Bank	In 35 equal quarterly instalments and balance in 36th instalment from 28.12.12 to 28.09.21	33,200	33,200
35	Life Insurance Corpn. of India	In 28 equal quarterly instalments from 01.01.08 to 01.10.14	1,778	2,494

₹ Lakhs

SL. No.	Banks/ Financial Institutions/ Others	Terms of Repayment/ Periodicity	Amount outstanding As At 31.03.2012	Amount outstanding As At 31.03.2011
36	IFCI	In 12 equal quarterly instalments from 25.11.13 to 25.08.16	25,000	-
37	Srei Equipment Finance	In 8 equal quarterly instalments from 03.09.12 to 03.06.14	16,500	2,500
38	L&T Infrastructure Finance Company	In 50 equal monthly instalments from 01.09.10 to 01.10.14	6,000	8,400
39	L&T Infrastructure Finance Company	In 20 equal quarterly instalments from 01.04.14 to 01.01.19	25,000	20,000
40	AKA Export Finance Bank	In 20 equal half yearly instalments from 07.07.07 to 07.01.17	5,226	5,293
41	Other Loans [Repaid/Transferred]		-	454,075
TOTAL			952,462	936,086

- [b] Term Loans of ₹ 810500 Lakhs (Amount outstanding - ₹ 692895 Lakhs) and Bank Guarantee facility of ₹ 500 Lakhs sanctioned by Financial Institutions, Banks together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements are secured by First Charge ranking pari passu with all the lenders save and except AKA Export Finance Bank [Amount Outstanding as on 31.03.2012 - ₹ 5226 Lakhs] and LIC of India [Amount Outstanding as on 31.03.2012 - ₹ 1778 Lakhs] who are having prior charge on specific Fixed Assets, in favour of Axis Trustee Services Limited [Security Trustee], holding security for the benefit of all lenders, on all the Movable and Immovable Fixed Assets of the Company except Fixed Assets pertaining to Wind Power, Real Estate Division, Fixed assets specifically charged to State Government /State Financial Institutions for availing interest free loans etc. under various schemes framed by State Governments and any other Assets specifically charged.
- [c] Term Loans sanctioned by ICICI Bank - ₹ 130000 Lakhs, Canara Bank - ₹ 20000 Lakhs, L & T Infrastructure Finance Co. - ₹ 10000 Lakhs and Syndicate Bank - ₹ 10000 Lakhs, aggregating to ₹ 170000 Lakhs [Amount outstanding ₹ 165000 Lakhs] together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements are secured by way of Subservient charge on all the fixed Assets of the company except the fixed assets pertaining to Wind Power, Real Estate Division and Fixed assets specifically charged to State Government /State Financial Institutions for availing interest free loans etc. under various schemes framed by State Governments. Term loans sanctioned and disbursed by ICICI Bank are further secured by way of pledge of 18,93,16,882 Equity shares of the Company held through various trusts whose beneficiary is the Company.
- [d] Term Loans sanctioned by SREI - ₹ 16500 Lakhs [Amount outstanding ₹ 16500 Lakhs] together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements secured by way of Subservient charge on moveable Fixed Assets of Engineering Division of the Company.
- [e] Term Loans sanctioned by Axis Bank Ltd. ₹ 60000 Lakhs [Amount outstanding ₹ 60000 Lakhs] together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements secured by way of Exclusive Charge on 28.12 acres of Hotel & Commercial Land purchased from Jaypee Infratech Ltd. in Sector -129, Noida. Entire Sale consideration has been paid by the Company to Jaypee Infratech Limited.
- [f] External Commercial Borrowing of USD 27 Million and Yen 1030.27 Million availed [Amount outstanding USD 15.31 Million and Yen 657.410 Million] from ICICI Bank Ltd for setting up of Wind Power Project in Maharashtra & Gujarat together with all interest, liquidated damages, premia on prepayment or on redemption, costs, expenses and other monies, stipulated in the Loan Agreements, is secured by equitable mortgage of immovable properties and Hypothecation of movables of Wind Power Project [present and future], save and except book debts subject to prior charge on specified movables created in favour of the Company's Bankers for working Capital facilities.

4.3 Loans from State Government includes :

- [i] Interest Free Loans granted by U.P. Financial Corporation (UPFC) under Audyogik Nivesh Protshahan Yojna Scheme are secured by way of First Charge on the Fixed Assets of the respective Units of the Company. The same is repayable within 10 years from the year in which it is received, repayment will commence from F.Y. 2017-18.
- [ii] Interest free loan granted by DIC, Panipat, Haryana is secured against BG. The same is repayable within 5 years from the year in which it is received, repayment will commence from F.Y. 2014-15.

4.4 Advances from Clients includes loan granted by Client for purchase of Plant & Machinery for the Contract on Hypothecation of Construction Material and Plant & Equipment.

4.5 Details of Foreign Currency Convertible Bonds (Unsecured) at Note No.4[II]A are given as under :

- [a] The Company had issued 1,65,000 Nos 0.50% Foreign Currency Convertible Bonds [FCCB-II] of Euro 1000 each aggregating to Euro 165 Million at par on 09.03.2006. These Bonds are convertible at the option of bond-holders into equity shares of ₹ 10/- each fully paid at the conversion price of ₹ 558.773 per share, subject to the terms of issue, with a fixed rate of exchange of ₹ 53.599 equal to Euro 1.00 at any time on or after 19.04.2006 and prior to the close of business on 02.03.2013. Post split of the Equity Shares of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each on 26.12.2007 and post bonus issue of one equity share of ₹ 2/- each against two equity shares of ₹ 2/- each as on 19.12.2009, the Bonds are/will be converted into Equity shares of ₹ 2/- each at the conversion price of ₹ 74.5031 per share.

1451 FCCBs of Euro 1,000 each were redeemed on 09.04.2011 (Previous Year 2500 FCCBs of Euro 1,000 each were converted into 17,98,549 Equity Shares of ₹ 2/- each on 05.08.2010).

255 FCCBs of Euro 1,000 each [Previous Year 1,706] were outstanding as on 31.03.2012. Upon conversion of the outstanding Bonds into Equity Shares, the Share Capital of the Company will increase by 1,83,452 Equity Shares of ₹ 2/- each.

Unless previously converted, the bonds are redeemable at maturity on 09.03.2013 at a premium of 32.071%; representing a YTM of 4.50% p.a. [value as on 31.03.2012 is Euro 1271.914 (Previous Year Euro 1222.001) per Bond]. A reserve aggregating to ₹ 48 Lakhs (Previous Year ₹ 242 Lakhs) upto 31.03.2012 has been created for the redemption premium on outstanding FCCBs.

- [b] The Company has issued 4,00,000 Zero Coupon Foreign Currency Convertible Bonds [FCCB-III] of USD 1,000 each aggregating to USD 400 Million at par on 11.09.2007. These Bonds are convertible at the option of bond-holders into equity shares of ₹ 10/- each fully paid at the conversion price of ₹ 1,238.78 per share, subject to the terms of issue, with a fixed rate of exchange of ₹ 40.35 equal to USD 1.00 at any time on or after 22.10.2007 and prior to the close of business on 05.09.2012. Post split of the Equity Shares of ₹ 10/- each into 5 Equity Shares of ₹ 2/- each on 26.12.2007 and post bonus issue of one equity share of ₹ 2/- each against two equity shares of ₹ 2/- each as on 19.12.2009, the Bonds are/will be converted into Equity shares of ₹ 2/- each at the conversion price of ₹ 165.1707 per share.

No conversion has taken place during F.Y. 2011-12 (Previous Year Nil).

FCCBs of USD 354.475 Million (Previous Year USD 354.475 Million) were outstanding as on 31.03.2012. Upon conversion of the Bonds into Equity Shares, the Share capital of the Company will increase by 8,65,95,663 Equity shares of ₹ 2/- each.

Unless previously converted, the bonds are redeemable at maturity on 12.09.2012 at a premium of 47.701%; representing a YTM of 7.95% p.a. [value as on 31.03.2012 is USD 1,42,681.717 (Previous Year USD 1,31,980.712) for a principle amount of USD 1,00,000]. A reserve aggregating to ₹ 77963 Lakhs (Previous Year ₹ 51172 Lakhs) upto 31.03.2012 has been created for the redemption premium on outstanding FCCBs.

4.6.1 Details of Foreign Currency Loans from Banks [ECB] (Unsecured) at Note No.4[II]B are given as under :

₹ Lakhs

S.No.	Banks	Terms of Repayment/ Periodicity	Amount outstanding as at	
			31.03.2012	31.03.2011
1	Consortium of Banks	In 6 structured instalments from 28.03.11 to 28.03.17	83004	105,361
2	ICICI Bank UK	In 5 half yearly instalments from 13.12.12 to 13.11.14 and balance on 13.05.15	25512	22,348
3	ICICI Bank Canada	In 5 half yearly instalments from 27.01.13 to 26.12.14 and balance on 26.06.15	26353	23,085
	Total		134,869	150,794

4.6.2 Jaypee Infratech Limited has provided a letter of Comfort to ICICI Bank UK Plc and ICICI Bank Canada for the financial assistance of GBP 34.84 Million (equivalent to USD 50 Million) and CAD 61.625 Million (equivalent to USD 50 Million) respectively.

4.7 Unsecured Loan taken from Banks at Note No.4[II]C is Loan taken from SIDBI in foreign currency [Amount Outstanding ₹ 23772 Lakhs] repayable in 14 equal half yearly instalments from 30.06.12 to 30.12.2018.

4.8 The Company accepts Fixed Deposit under Fixed Deposits Scheme from Public which are repayable in one year, two year and three years.

4.9 Term Loans and Other Loans guaranteed by Directors of the Company are given as under:

	Amounting outstanding As At 31.03.2012
Secured Non Convertible Debentures	188,000
Secured Term Loans from Banks, Financial Institutions & Others	425,554
Loans from State Governments	21,887
Unsecured Term Loans from Banks	23,772
	659,213

NOTE No. "5" DEFERRED TAX LIABILITIES [NET]	As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs	
Deferred Tax Liabilities		126,873		122,042
Less:Deferred Tax Assets		2,501		2,644
[Refer Note No."41"]				
		124,372		119,398
NOTE No. "6" OTHER LONG TERM LIABILITIES				
Trade Payables				
Due to Micro, Small & Medium Enterprises		-		-
Others		7,550	7,550	13,323
Interest accrued but not due on Borrowings		9,147		11,981
Adjustable receipts against Contracts (Partly Secured against Bank Guarantees)				
(a) Interest Bearing		2,468		14,756
(b) Non Interest Bearing				
(i) From Subsidiaries/Associates	91,289			58,490
(ii) From Others	16,996	108,285	110,753	4,000
Advance from Customers		145		160
Other Payables		33,283		22,979
		160,878		125,689
NOTE No. "7" LONG TERM PROVISIONS				
Provisions for Premium on Redemption of Debentures		9,559		1,693
Provisions for Employee Benefits				
For Leave Encashment		3,704		3,479
		13,263		5,172
NOTE No. "8" SHORT TERM BORROWINGS				
[I] Secured Loans				
Working Capital Loans from Banks		22,764		20,814
[II] Unsecured Loans				
A. Loans from Banks	38,859			16,691
B. Bills Discounting	45,100			32,725
C. Commercial Papers	-			100,000
D. Fixed Deposit Scheme	1,206	85,165	1,608	151,024
		107,929		171,838

"8.1" The Working Capital facilities [both Fund and Non Fund] availed from the Consortium member Banks with Canara Bank, as Lead, are secured by way of first charge ranking pari passu on Current Assets i.e. Hypothecation of Stocks of Raw Materials, Work-in-Progress, Stock-in-Process, Finished Goods, Stores & Spares and Book Debts and 2nd charge on the Fixed Assets of the Company [except pertaining to Wind Power, Real Estate Division and Fixed assets specifically charged to State Government /State Financial Institutions for availing interest free loans etc., and other assets specifically charged on specific loans.

"8.2" Maximum balance of Commercial Papers outstanding during the year ₹ 100000 Lakhs [Previous Year ₹ 150000 Lakhs].

"8.3" Short Term Borrowings guaranteed by Directors of the Company are given as under:

	Amounting outstanding As At 31.03.2012 ₹ Lakhs
Working Capital Loans from Banks	22,764
Bill Discounting from Banks	45,100
Loans from Banks	38,859
	106,723

NOTE No. "9" TRADE PAYABLES	As At 31.03.2012 ₹ Lakhs	As At 31.03.2011 ₹ Lakhs
Due to Micro, Small & Medium Enterprises	-	-
Others	222,550	185,831
	222,550	185,831

NOTE No. "10" OTHER CURRENT LIABILITIES				
Current maturities of Long term Debt				
(a) Secured Loans [Refer Note No. "4" (I)]	149,726		174,459	
(b) Unsecured Loans [Refer Note No. "4" (II)]	342,517	492,243	82,023	256,482
Interest accrued but not due on Borrowings		23,076		15,147
Adjustable receipts against Contracts (Secured Partly against Bank Guarantees)				
(a) Interest Bearing	12,090		6,500	
(b) Non Interest Bearing				
(i) From Subsidiaries/Associates	38,143		49,988	
(ii) From Others	81	38,224	269	56,757
Advance from Customers		99,047		112,526
Investors Education & Protection Fund				
[Appropriate amounts shall be transferred to Investor Education & Protection Fund, if and when due]				
Unclaimed Dividend		1,176		1,138
Unclaimed Matured Public Deposit [including interest thereon]		1,077		860
Other Payables [including Statutory Dues, Staff Payable etc]		31,440		32,158
		698,373		475,068

NOTE No. "11" SHORT TERM PROVISIONS				
Provisions for Employee Benefits				
Leave Encashment		580		590
Others				
For Proposed Final Dividend	10,632		8,506	
For Tax on Proposed Final Dividend	1,725	12,357	1,380	9,886
		12,937		10,476

NOTE No. "12"
FIXED ASSETS

PARTICULARS	GROSS CARRYING VALUE				D E P R E C I A T I O N				NET CARRYING VALUE			
	As at 1.4.2011	Transfer to Transferee Company	Addition During The Year	Sale/Transfer/ Disposal/Discard During The Year	As at 31.03.2012	Upto 31.3.2011	Transfer to Transferee Company	For The Year	Sale/ Adjust- ment	Upto 31.03.2012	As at 31.03.2012	As at 31.3.2011
₹ Lakhs												
[A] TANGIBLE ASSETS												
01 Land												
(a) Leasehold Land	41,213	221	1,509	1,062	41,439	-	-	-	-	-	41,439	41,213
(b) Freehold Land	36,205	4,898	2,204	-	33,511	-	-	-	-	-	33,511	36,205
02 Buildings												
(a) Hotel/Hospitality	31,209	-	16,340	-	47,549	3,293	-	662	-	3,955	43,594	27,916
(b) Others	189,149	57,119	16,693	36	148,687	11,262	1,624	3,271	4	12,905	135,782	177,887
03 Purely Temporary Erections	2,375	8	-	-	2,367	2,375	8	-	-	2,367	-	-
04 Railway siding	11,904	-	1,046	-	12,950	2,469	-	597	-	3,066	9,884	9,435
05 Plant & Equipment	965,582	181,948	171,440	2,852	952,222	216,779	7,822	45,910	879	253,988	698,234	748,803
06 Captive Thermal Power Plant	114,008	16,349	147	-	97,806	20,526	1,147	5,152	-	24,531	73,275	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	3,710	-	-	-	3,710	1,553	-	176	-	1,729	1,981	2,157
09 Miscellaneous Fixed Assets (Hotel)	3,914	-	261	40	4,135	1,747	-	183	21	1,909	2,226	2,167
10 Vehicles	10,879	1,853	1,263	266	10,023	4,316	259	755	197	4,615	5,408	6,563
11 Furniture & Fixtures	7,967	330	552	102	8,087	3,873	67	478	102	4,182	3,905	4,094
12 Office Equipments	14,524	1,018	2,096	69	15,533	5,775	225	1,382	53	6,879	8,654	8,749
13 Ships/Boat	11	-	-	-	11	3	-	1	-	4	7	8
14 Aeroplane / Helicopter	13,423	-	-	-	13,423	2,480	-	751	-	3,231	10,192	10,943
TOTAL TANGIBLE ASSETS	1,472,786	263,744	214,589	4,427	1,419,204	281,356	11,152	60,731	1,256	329,679	1,089,525	1,191,430
[B] INTANGIBLE ASSETS												
01 Computer Softwares	2,033	-	1,501	-	3,534	716	-	546	-	1,262	2,272	1,317
02 Deferred Revenue Expenditure	4,800	-	-	-	4,800	1,861	-	271	-	2,132	2,668	2,939
03 Fees Paid to Franchiser	22	-	-	-	22	20	-	1	-	21	1	2
TOTAL INTANGIBLE ASSETS	6,855	-	1,501	-	8,356	2,597	-	818	-	3,415	4,941	4,258
GRAND TOTAL	1,479,641	263,744	216,090	4,427	1,427,560	283,953	11,152	61,549	1,256	333,094	1,094,466	1,195,688
PREVIOUS YEAR	1,284,714	-	211,072	16,145	1,479,641	222,846	-	61,875	768	283,953	1,195,688	1,061,868
CAPITAL WORK-IN-PROGRESS [Including Expenditure During Construction Period]												
INTANGIBLE ASSETS UNDER DEVELOPMENT												
											-	996

Note:

- Depreciation for the year, includes ₹ 273 Lakhs [Previous Year ₹ 1093 Lakhs] on assets used for Projects under implementation and shown in Note No. "33" Expenditure During Construction Period.
- Sale/Transfer/Disposal for the year include ₹ Nil Lakhs [Previous Year ₹ 2850 Lakhs] transferred to Projects Under Development as shown under Note No. "32" and also includes ₹ Nil Lakhs [Previous Year ₹ 9835 Lakhs] being reversal of Revaluation Reserve on the Land transferred to Project Under Development.
- Capital Work-in-progress of ₹ 448152 Lakhs [Previous Year ₹ 558276 Lakhs] is after transfer of ₹ Nil Lakhs [Previous Year ₹ 11335 Lakhs] to Projects Under Development as shown under Note No. "32".

NOTE No. "13" NON-CURRENT INVESTMENTS			As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs	
(A) INVESTMENTS IN SUBSIDIARIES						
(a) IN EQUITY SHARES - Quoted, fully paid-up						
(i)	1,783,000,600 (1,598,000,600)	Equity Shares of Jaiprakash Power Ventures Limited of ₹ 10/- each	176,776		84,276	
(ii)	1,155,000,000 (1,155,000,000)	Equity Shares of Jaypee Infratech Limited of ₹ 10/- each	115,500	292,276	115,500	199,776
(b) IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	Nil (925,000,000)	Equity Shares of Jaypee Karcham Hydro Corporation Limited of ₹ 10/- each	-		92,500	
(ii)	118,090,000 (118,090,000)	Equity Shares of Himalyan Expressway Limited of ₹ 10/- each	11,809		11,809	
(iii)	271,350,000 (271,350,000)	Equity Shares of Jaypee Ganga Infrastructure Corporation Limited of ₹ 10/- each	27,135		27,135	
(iv)	514,877,000 (499,877,000)	Equity Shares of Jaypee Sports International Limited of ₹ 10/- each	51,488		49,988	
(v)	273,800,000 (273,800,000)	Equity Shares of Jaypee Agra Vikas Limited of ₹ 10/- each	27,380		27,380	
(vi)	93,000,000 (13,000,000)	Equity Shares of Jaypee Cement Corporation Limited of ₹ 10/- each	38,264		22,264	
(vii)	113,835,000 (6,765,000)	Equity Shares of Jaypee Fertilizers & Industries Limited of ₹ 10/- each	11,384		677	
(viii)	2,000,000 (Nil)	Equity Shares of Himalyaputra Aviation Limited of ₹ 10/- each	200		-	
(ix)	63,000 (Nil)	Equity Shares of Jaypee Assam Cement Limited of ₹ 10/- each	6	167,666	-	231,753
(B) INVESTMENT IN JOINT VENTURE SUBSIDIARIES IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	149,450,400 (149,450,400)	Equity Shares of Bhilai Jaypee Cement Limited of ₹ 10/- each	36,592		36,150	
(ii)	543,160 (543,160)	Equity Shares of Gujarat Jaypee Cement & Infrastructure Limited of ₹ 10/- each	54		54	
(iii)	98,901,000 (56,866,146)	Equity Shares of Bokaro Jaypee Cement Limited of ₹ 10/- each	12,890	49,536	8,687	44,891
(C) INVESTMENT IN ASSOCIATE COMPANIES IN EQUITY SHARES - Unquoted, fully paid-up						
(i)	10,500,000 (10,500,000)	Equity Shares of Madhya Pradesh Jaypee Minerals Limited of ₹ 10/- each [Joint Venture]	1,050		1,050	
(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	1,212		1,212	
(iv)	23,575 (23,575)	Equity Shares of Sonebhadra Minerals Private Limited of ₹ 10/- each	633		633	
(v)	50,000 (50,000)	Equity Shares of Indesign Enterprises Private Limited, Cyprus, Cyprus Pound 1/- each	72		72	
(vi)	490,000 (490,000)	Equity Shares of MP Jaypee Coal Fields Limited of ₹ 10/- each [Joint Venture]	49		49	
(vii)	4,900,000 (4,900,000)	Equity Shares of MP Jaypee Coal Limited of ₹ 10/- each [Joint Venture]	490	3,507	490	3,507

		As At 31.03.2012 ₹ Lakhs	As At 31.03.2011 ₹ Lakhs
(D) OTHER INVESTMENTS			
(a) IN EQUITY SHARES - Quoted, fully paid-up			
(i)	15,350 Equity shares of Capital Trust Limited of ₹ 10/- each (15,350)	2	2
(ii)	100 Equity Shares of IFCI Limited of ₹ 10/- each (100) (₹ 3,500/-)	-	-
(iii)	721,600 Equity Shares of Indian Overseas Bank Limited of ₹ 10/- each (721,600)	72	72
(iv)	868,000 Equity Shares of Sumeru Industries Limited of ₹ 10/- each (868,000)	5	5
(v)	20,000 Equity Shares of Saket Projects Limited of ₹ 10/- each (20,000)	2	2
(vi)	165,900 1,65,900 Equity Shares of PNB Gilts Limited of ₹ 10/- each (165,900)	50	50
(vii)	25,000 25,000 Equity Shares of Tourism Finance Corporation of India Limited of ₹ 10/- each (25,000)	5	5
		136	136
(b) IN EQUITY SHARES - Unquoted, fully paid-up			
(i)	5 Equity Shares of Makers Chamber VI Premises Co-operative Society Limited, Bombay of ₹ 50/- each [₹ 250/-] (5)	-	-
(ii)	5 Equity Shares of Sanukt Members Association of ₹ 100/- each [₹ 500/-] (5)	-	-
(iii)	2,035,000 Equity Shares of Delhi Gurgaon Super Connectivity Limited of ₹ 10/- each (2,035,000)	204	204
(iv)	840,000 Equity Shares of UP Asbestos Limited of ₹ 10/- each [₹ 1/-] (840,000)	-	-
		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
		60,399	60,399
(G) SHARE APPLICATION MONEY			
(i)	Jaypee Ganga Infrastructure Corporation Limited [Subsidiary Company]	29,145	29,465
(ii)	Jaypee Agra Vikas Limited [Subsidiary Company]	32,010	16,000
(iii)	Jaypee Fertilizers and Industries Limited [Subsidiary Company]	-	10
(iv)	Jaypee Sports International Limited [Subsidiary Company]	-	7,500
(v)	Jaypee Cement Corporation Limited [Subsidiary Company]	1,500	-
(vi)	Himalyaputra Aviation Limited [Subsidiary Company]	350	-
(vii)	Jaypee Assam Cement Limited [Subsidiary Company]	50	-
(viii)	Gujarat Jaypee Cement & Infrastructure Limited [Joint Venture Subsidiary]	1,112	1,112
(ix)	Bokaro Jaypee Cement Limited [Joint Venture Subsidiary]	1,542	4,184
(x)	Madhya Pradesh Jaypee Minerals Limited [Associate Company]	14,706	5,511
(xi)	Jaiprakash Kashmir Energy Limited [Associate Company]	101	101
(xii)	RPJ Minerals Private Limited [Associate Company]	50	50
		80,566	63,933
		654,550	604,859

NOTE No. "13.1"

Aggregate cost of:

Quoted Investments in Equity Shares [Market Value ₹ 1311164 Lakhs
Previous Year ₹ 1345129 Lakhs]

Unquoted Investments in Equity Shares & Bullion

As At 31.03.2012
₹ Lakhs

As At 31.03.2011
₹ Lakhs

292,412

199,912

221,173

280,615

NOTE No. "13.2"

The Trusts 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 Trusts is ₹ 154672 Lakhs (Previous Year ₹ 175686 Lakhs)]

NOTE No. "13.3"

All Investments are Non-trade Investments.

NOTE No. "13.4"

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.

NOTE No. "13.5"

Jaypee Karcham Hydro Corporation Limited merged with Jaiprakash Power Ventures Limited w.e.f. 01.04.2010, shares on merger credited during F.Y. 2011-12.

NOTE No. "14"
LONG-TERM LOANS AND ADVANCES
[Unsecured, considered good]

As At 31.03.2012
₹ Lakhs

As At 31.03.2011
₹ Lakhs

Capital Advance

17,761

81,164

Deposits with Government Department, Public Bodies & Others

(a) Government Department & Public Bodies

21,780

23,686

(b) Others

1,800

23,580

370

24,056

Advances to Suppliers, Contractors, Sub-contractors & Others

39,115

32,945

Claims and Refund Receivable

24,631

15,125

Prepaid Expenses

1,162

59

Advance Tax and Income Tax Deducted at Source [Net of Provision]

11,206

18,456

117,455

171,805

NOTE No. "15"
OTHER NON-CURRENT ASSETS
[Unsecured, considered good]

Long Term Trade Receivables

(a) Considered Good

156,829

151,025

(b) Doubtful

From Overseas Works

10,163

10,163

Less: Provision for writting off

10,163

-

10,163

-

Interest accrued on Fixed Deposits & Others

61

87

156,890

151,112

NOTE No. "16"
CURRENT INVESTMENTS

(a) In Units of Exchange Traded Funds, Quoted

22,928

21,408

[Market Value ₹ 23701 Lakhs [Previous Year ₹ 23405]]

(b) In Units of Mutual Funds, Unquoted

10,769

22,108

33,697

43,516

16.1 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]	<u>Investment in Units of Exchange Traded Funds</u>				
[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]	<u>Investment in Units of Mutual Funds</u>				
[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]	Templeton 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

NOTE No. "17" 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	56,382	56,984
(b) Construction Materials	47,551	41,079
(c) Raw Materials - Cement Division	1,727	2,293
(d) Raw Materials - Asbestos Sheets	-	699
(e) Finished Goods- Cement Division	15,392	18,455
(f) Finished Goods- Asbestos Sheets	-	656
(g) Stock in Process - Cement Division	12,113	23,640
(h) Stock in Process - Asbestos Sheets	-	321
(i) Work-in-Progress-Construction Division	34,250	21,169
(j) Food and Beverages	294	195
(k) Goods in Transit	1,440	1,154
	169,149	166,645
NOTE No. "18"		
PROJECTS UNDER DEVELOPMENT [Refer Note No. "32"]	233,631	161,686
	233,631	161,686
NOTE No. "19" TRADE RECEIVABLES (Unsecured, considered good)		
(a) Debts outstanding for a period exceeding six months	43,867	34,441
(i) Considered Good		
(ii) Considered Doubtful	142	142
Less: Provision for Bad & Doubtful Debts	<u>(142)</u>	<u>(142)</u>
(b) Other Debts	242,770	95,613
	286,637	130,054
NOTE No. "20" CASH AND CASH EQUIVALENTS		
(a) Cash in hand	691	560
(b) Cheques, Drafts in hand	5,497	3,636
(c) Balances with Scheduled Banks		
(i) In Current & Cash Credit Account	53,478	107,595
(ii) In Fixed Deposits Account with Banks & Others		
Non-current	935	16,731
Current	39,929	116,330
(iii) Balance in Dividend Account	1,176	1,138
(iv) Balance in Trust & Retention Account		
In Current Account	<u>334</u>	<u>141</u>
(d) Balance with Non-Scheduled (Foreign) Banks		
In Current Account	183	121
	102,223	246,252

"20.1" Fixed Deposit of ₹ 1579 Lakhs (Previous Year ₹ 2579 Lakhs) pledged as Margin Money including ₹ 708 Lakhs [(Previous Year ₹ 984 Lakhs) pledged as Performance Guarantees] with Banks and Others.

"20.2" 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.

"20.3" Fixed Deposit with Banks include ₹ 4566 Lakhs [Previous Year ₹ 16832 Lakhs] with maturity of more than 12 months.

NOTE No. "21" SHORT TERM LOANS AND ADVANCES (Unsecured, considered good)	As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs	
Loans and Advances to Related Parties		12,282		4,721
Advances to Suppliers, Contractors, Sub-Contractors & Others		79,865		78,564
Staff Imprest and Advances		1,188		893
Claims and Refunds Receivable		44,153		57,854
Prepaid Expenses		4,478		7,519
Deposits with Government Department, Public Bodies & Others				
(a) Government Department & Public Bodies	20,760		10,026	
(b) Others				
(i) Real Estate	146,000		148,870	
(ii) Others	4,738	150,738	13,534	172,430
		313,464		321,981
NOTE No. "22" OTHER CURRENT ASSETS (Unsecured, considered good)				
Receivable from Jaypee Cement Corporation Limited [Transferee Company]		461,983		-
Interest accrued on Fixed Deposits & Others		2,135		2,533
		464,118		2,533
NOTE No. "23" REVENUE FROM OPERATIONS	2011-2012		2010-2011	
Sale of Products [Refer Note No. "23.1"]		527,557		493,495
Sale of Services [Refer Note No. "23.2"]		746,733		803,009
Other Operating Revenue [Refer Note No. "23.3"]		11,022		12,775
		1,285,312		1,309,279
NOTE No. "23.1" SALE OF PRODUCTS				
Cement Sales [Gross] [including Clinker Sales]	583,052		541,833	
Less: Excise Duty on Sales	55,495	527,557	56,627	485,206
Asbestos Sheets Sales [Gross]	-		9,130	
Less: Excise Duty on Sales	-	-	841	8,289
		527,557		493,495
NOTE No. "23.2" SALE OF SERVICES				
Construction Revenue		580,243		602,924
Real Estate Revenue		139,189		170,523
Hotel/Hospitality Revenue		19,051		17,731
Power Revenue		8,250		11,831
		746,733		803,009

NOTE No."23.3"	2011-2012		2010-2011	
	₹ Lakhs		₹ Lakhs	
OTHER OPERATING REVENUE				
Rent		298		103
Machinery Rentals/Transportation Receipts		873		607
Foreign Currency Rate Difference [Net] - Other than Finance Costs		137		131
Miscellaneous		9,714		11,934
		11,022		12,775
NOTE No."24"				
OTHER INCOME				
Dividends from Non Trade Investments [Non Current Investments]		11,588		8,690
[from Subsidiaries ₹ 11550 Lakhs (Previous Year ₹ 8662 Lakhs)]				
Dividends from Trade Investments [Mutual Funds] [Current Investments]		608		1,489
Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds		7,925		180
Interest		6,328		12,233
		26,449		22,592
NOTE No."25"				
COST OF MATERIALS CONSUMED				
Raw Materials Consumed - Cement Division		56,761		63,307
Raw Materials Consumed - Asbestos Sheets		-		3,533
Excise Duty on Clinkers		6,982		6,267
Consumption of Food and Beverages etc.		2,106		1,833
Materials Consumed - Others		72,555		93,761
Machinery Spares Consumed		5,544		24,281
Stores and Spares Consumed		35,934		29,494
Coal Consumed		94,684		81,434
Packing Materials Consumed		20,843		19,724
		295,409		323,634
Less:Attributable to Self Consumption		8,067		23,117
Less:Clinker Transferred for Trial Run		895		-
		286,447		300,517
NOTE No."26"				
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS				
OPENING STOCKS				
Finished Goods	19,111			13,949
Less:Finished Goods - Transfer to Transferee Company	3,292			-
Stock-in-Process	23,961			10,118
Less:Stock-in-Process - Transfer to Transferee Company	2,575	37,205		-
				24,067
LESS:CLOSING STOCKS				
Finished Goods	15,392			19,111
Stock-in-Process	12,113	27,505	9,700	23,961
				43,072
WORK-IN-PROGRESS - Construction Division				
Opening Work-in-Progress		21,169		23,918
Less:Closing Work-in-Progress		34,250	(13,081)	21,169
				2,749
Excise Duty Difference on Changes in Closing Stocks			(1,981)	2,590
			(5,362)	(13,666)

NOTE No."27" MANUFACTURING, CONSTRUCTION, REAL ESTATE, HOTEL / HOSPITALITY & POWER EXPENSES	2011-2012 ₹ Lakhs	2010-2011 ₹ Lakhs
Construction Expenses	249,852	301,169
Real Estate Expenses	65,141	73,378
Hotel & Golf Course Operating Expenses	2,669	3,507
Hire Charges and Lease Rentals of Machinery	1,531	1,220
Power, Electricity and Water Charges	63,668	67,630
Repairs and Maintenance of Machinery	4,242	4,307
Repairs to Building and Camps	3,834	4,925
Freight, Octroi & Transportation Charges	35,105	47,626
	426,042	503,762
Less:Attributable to Self Consumption	2,592	7,646
	423,450	496,116
NOTE No."28" EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages & Bonus	60,071	52,878
Gratuity	209	858
Contribution to Provident & Other Funds	2,758	2,655
Staff Welfare	3,094	3,181
	66,132	59,572
NOTE No."29" FINANCE COSTS		
Interest on Non-Convertible Debentures	48,430	30,893
Interest on Term Loans	75,176	74,647
Interest on Bank Borrowing and Others	29,180	33,878
Financing Charges	24,942	6,412
Foreign Currency Rate Difference [Net] - On Financing	446	-
	178,174	145,830
NOTE No."30" DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation	61,549	61,876
Less:Transferred to Expenditure During Construction Period	273	1,093
Less:Amount Adjusted with Revaluation Reserve	2	1
Amortisation	340	455
Less:Amount Adjusted with Revaluation Reserve	199	299
	61,415	60,938
NOTE No."31" OTHER EXPENSES		
Loading, Transportation & Other Charges	83,905	75,560
Commission & Discount on Sales	20,829	19,935
Sales Promotion	16,354	11,566
Rent	1,480	1,478
Rates & Taxes	7,823	9,703
Insurance	3,499	4,425
Travelling & Conveyance	3,487	4,181

	2011-2012 ₹ Lakhs	2010-2011 ₹ Lakhs
Bank Charges & Guarantee Commission	5,074	4,491
Loss on Sale / Disposal / Discard / Write-off of Assets (Net)	113	179
Postage, Telephone & Telex	875	992
Light Vehicles Running & Maintenance	987	1,342
Legal & Professional	8,661	6,273
Charity & Donation	4,707	5,043
Security & Medical Service	5,475	6,126
Provision for Bad and Doubtful Debts	2	4
Directors' Fees	20	22
Miscellaneous Expenses	7,322	7,128
Auditors' Remuneration:		
Audit Fees	51	50
Tax Audit Fees	6	6
To Partners in other capacity:		
For Taxation Matters	5	-
For Management Services	1	1
Reimbursement of Expenses	4	8
	67	65
	170,680	158,513

NOTE No."32"
PROJECTS UNDER DEVELOPMENT

Opening Balance	161,686	135,605
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	70,264	26,499
Construction Expenses	58,070	49,169
Technical Consultancy	2,616	1,322
Power, Electricity and Water Charges	445	255
Personnel Expenses	5,663	4,352
Sales and Promotional Expenses	3,874	7,168
Other Expenses	312	553
Finance Costs	3,636	5,467
	306,566	244,575
Less: Cost of Infrastructure & Construction of Properties Developed and under Development	72,935	82,889
Balance carried to Note No."18"	233,631	161,686

NOTE No."33"
EXPENDITURE DURING CONSTRUCTION PERIOD

Opening Balance	126,538	71,084
Less: Transferred to Transferee Company	54,467	-
	72,071	71,084
Electricity, Power and Fuel	1,044	2,350
Salary, Wages and Staff Welfare	10,152	18,065
Site / Quarry Development & Survey Expenses	3,840	1,019
Repair and Maintenance	1,503	2,407
Legal and Professional	85	300
Technical Consultancy	21	536

	2011-2012 ₹ Lakhs	2010-2011 ₹ Lakhs
Insurance	398	411
Travelling and Conveyance	527	895
LC Commission, Bank Charges and Bank Guarantee Commission	1,222	1,862
Finance Costs	35,737	62,270
Foreign Exchange Fluctuations	65,051	9,259
Safety and Security	1,885	2,650
Freight and Material Handling	1,750	2,814
Vehicle / Machinery Hire Charges / Lease Rent	390	2,254
Light Vehicles Running and Maintenance	229	560
Depreciation	273	1,093
Advertisement / Business Promotion Expenses	395	3,418
Miscellaneous	885	4,112
	197,458	187,359
Less:		
(i) Miscellaneous Receipt	66	123
(ii) Interest Received	785	3,321
	196,607	183,915
Less: Capitalised / Transferred During the year	91,631	57,377
Carried over to Balance Sheet [included in Capital Work-in-Progress]	104,976	126,538

NOTES TO THE FINANCIAL STATEMENTS

NOTE No."34"

Pursuant to the Scheme sanctioned by Hon'ble High Court of Judicature at Allahabad u/s 391/394 of the Companies Act, 1956 on 9th April, 2012, (i) South Cement Undertaking, (ii) West Cement Undertaking, (iii) Asbestos Undertaking, (iv) Heavy Engineering Works undertaking & (v) Foundry Undertaking stand demerged and transferred to and vested in the Transferee Company i.e. Jaypee Cement Corporation Limited [100% subsidiary of the Company]. Accordingly, all Assets and Liabilities of the above said Undertakings have been transferred w.e.f. Appointed date i.e. April 1st, 2011 and the Scheme has come into effect from April 18th, 2012 on filing of the Scheme with the Registrar of Companies.

With effect from the Appointed date, all the business undertakings, assets, liabilities, rights and obligations of each of the Demerged Undertakings stood transferred to and vested in the Transferee Company for a net consideration of ₹ 4030.98 crores.

With effect from the Appointed date all the businesses and activities carried on by the abovesaid Demerged undertakings of the Transferor Company is in trust for and for the benefit of the Transferee Company. Thus, the Profit or Income accruing or arising in respect of Demerged Undertakings or expenditure or losses arising or incurred by them from the Appointed date are treated as profit or income or expenditure or loss as the case may be of the Transferee Company. The Scheme has accordingly been given effect to in these Accounts.

The Accounting has been done in accordance with the treatment to be followed by Demerged Company as given in the Scheme. Assets and Liabilities of the Demerged Undertakings transferred are as per the following:

	₹ Lakhs
Assets	
Fixed Assets [including Capital Work-in-Progress]	496,232
Current Assets	50,215
Total (i)	546,447
Liabilities	
Current Liabilities	38,042
Secured & Unsecured Loans	312,320
Total (ii)	350,362
Net Assets over Liabilities (i) - (ii)	196,085
Consideration	403,098
Balance credited to Demerger Reserve Account	207,013

In view of the aforesaid demerger from April 1st, 2011, the figures for the current year are not comparable with those of the previous year.

NOTE No."35"

	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	178,347	139,487
Amount deposited under Protest	42,745	25,934
Bank Guarantee deposited under Protest [included in (b) below]	14,945	14,953
Indemnity Bond	-	1,638
[b] Outstanding amount of Bank Guarantees	163,927	136,673
Margin Money deposited against the above	884	1,322
The Outstanding Amount of Bank Guarantees as at 31.03.2012 do not include Bank Guarantees given for Demerged undertakings amounting ₹ 2326 Lakhs		
[c] Income Tax matters under appeal	4,082	400

NOTE No."36" Commitments:	As at 31.03.2012 ₹ Lakhs	As at 31.03.2011 ₹ Lakhs
[a] Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances)	58,119	132,091
[b] Outstanding Letters of Credit	36,178	57,414
Margin Money deposited against the above	2	8
The Outstanding Letter of Credit as at 31.03.2012 do not include Bank Guarantees given for Demerged undertakings amounting ₹ 805 Lakhs		
[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.		

NOTE No."37" Corporate Guarantees and Securities for Subsidiaries & Joint Venture Subsidiaries	As at 31.03.2012 ₹ Lakhs	As at 31.03.2011 ₹ Lakhs
[a] <u>Corporate Guarantees:</u>		
[i] For Term Loans, NCDs and Deferred Payment Guarantees granted by Financial Institutions & Banks for 300 MW Baspa-II HEP of Jaiprakash Power Ventures Limited	10,289	12,787
[ii] For Rupee Term Loans and Foreign Currency Loans granted by Financial Institutions & Banks for 400 MW Vishnu Prayag HEP of Jaiprakash Power Ventures Limited	8,301	8,610
[iii] For Performance Guarantee issued by the ICICI Bank on behalf of Jaypee Ganga Infrastructure Corporation Limited	-	89,475
[iv] For Term Loan granted by ICICI Bank for Road Project of Himalyan Expressway Limited	30,000	-
[v] For Non Convertible Debentures for Infrastructure Project issued by Jaypee Infratech Limited	100,000	-
[vi] For Secured Term Loan granted by Banks to Jaypee Sports International Limited	10,000	-
[vii] For Unsecured Term Loan granted by Banks to Jaypee Sports International Limited	10,000	-
[viii] For Secured Term Loan granted by Banks to Bhilai Jaypee Cement Limited	34,000	-
[b] <u>Securities for Subsidiaries:</u>		
[i] 134,24,09,231 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 108,37,00,000 Equity Shares] of Jaiprakash Power Ventures Limited [JPVL] are pledged as collateral security for the financial assistance granted by Lenders to JPVL for specific projects.		
[ii] The Company has given letter of Comfort to ICICI Bank for Non Convertible Debentures amounting ₹ 198257 Lakhs [Previous Year ₹ 198257 Lakhs] issued by Jaiprakash Power Ventures Limited.		
[iii] Nil Equity Shares of ₹ 10/- each fully paid-up [Previous Year 27,75,00,000 Equity Shares] of Jaypee Karcham Hydro Corporation Limited [JKHCL] [merged with Jaiprakash Power Ventures Limited w.e.f 01.04.2010] are pledged with ITSL as collateral security for financial assistance granted by Lenders to JKHCL.		
[iv] The Company has pledged 36,78,00,000 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 36,78,00,000 Equity Shares] of Jaypee Infratech Limited (JIL) (Subsidiary Company) with IDBI Trusteeship Services Limited (ITSL) (Trustee) and executed non disposal undertaking for further 25,74,60,000 Equity Shares [25,74,60,000 Equity Shares] of JIL held by the Company in favour of ITSL as collateral security for the financial assistance to JIL.		
[v] 6,02,25,900 Equity Shares of ₹ 10/- each fully paid-up [Previous Year 6,02,25,900 Equity Shares] of Himalyan Expressway Limited [HEL] held by the Company are pledged as collateral security for financial assistance granted by the Lenders to HEL.		
[vi] 15,20,00,000 Equity Shares of Jaypee Sports International Limited [JPSI] pledged as collateral security for financial assistance granted to JPSI on issuance of Compulsory Convertible Debentures.		

NOTE No."38"

The Company has pledged 20,35,000 Equity Shares held in Delhi Gurgaon Super Connectivity Limited to HUDCO as Security for Loans granted by Lenders to Delhi Gurgaon Super Connectivity Limited.

NOTE No."39"

Letter of Credit facility taken from Axis Bank Limited - ₹ 10000 Lakhs is secured by way of Subservient charge on the Current Assets of the Company.

NOTE No."40"

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.

NOTE No."41"

- [a] The Provision for Taxation made in the Statement of Profit & Loss includes ₹ 45 Lakhs [Previous Year ₹ 40 Lakhs] towards Provision for Wealth Tax Expense for the year.

		As at 31.03.2012 ₹ Lakhs	As at 31.03.2011 ₹ Lakhs
[b] Deferred Tax			
[i] Deferred Tax Liability on account of:			
Depreciation		97,560	92,729
Others		29,313	29,313
		126,873	122,042
Deferred Tax Assets on account of:			
Employees' Benefits		1,395	1,312
Others		1,106	1,332
		2,501	2,644
Net Deferred Tax Liability		124,372	119,398
[ii] Deferred Tax [Net] amounting to ₹ 4975 Lakhs [Previous Year ₹ 27073 Lakhs] has been recognised in the Statement of Profit & Loss for the year ended 31st March, 2012			

NOTE No."42"

Disclosure as per Accounting Standard - 7 [Revised]

[a] Contract Revenue during the year	554,360	545,450
[b] Direct Expenses during the year	378,169	490,390
[c] Profits recognised during the period before depreciation	176,191	55,060
[d] Advances received [Outstanding]	155,099	128,036
[e] Retention Money [Outstanding] *	5,961	13,600

* Retention Money [Outstanding] is after adjusting amounts released against furnishing of Bank Guarantees

The above information is in respect of Contracts entered into on or after 01.04.2003.

NOTE No."43"

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.

448,152 558,276

NOTE No."44"

Other Payables shown under the head "Other Current Liabilities" include Book Overdraft of ₹ 1701 Lakhs [Previous Year ₹ 858 Lakhs].

NOTE No."45"

Disclosure as required under Notification No.G.S.R.719 [E] dated 16th November, 2007 issued by the Department of Corporate Affairs [as certified by the Management]:

S. No	Particulars	2011-2012	2010-2011
a)	The principal amount and interest due thereon remaining unpaid to any supplier		
	- Principal Amount	Nil	Nil
	- Interest Amount	Nil	Nil
b)	The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of payment made to the supplier beyond the appointed day	Nil	Nil
c)	The amount of interest due and payable for the year of delay in making payment (which have been paid beyond the appointed date during year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
d)	The amount of interest accrued and remaining unpaid	Nil	Nil
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

The above information is based on information available with the Management

NOTE No."46"

Balances of some of the Trade Receivables, Trade Payables, Loans & Advances are subject to reconciliation / confirmation from the respective parties. The Management does not expect any material difference affecting the Financial Statements for the year.

NOTE No."47"

- [a] In compliance of Accounting Standard-2 [Revised], the Company has provided liability of Excise Duty amounting to ₹ 1412 Lakhs [Previous Year ₹ 3784 Lakhs] on the stocks of Finished Goods lying at Works. However, there is no impact on the profit for the current year.
- [b] The Excise Duty of ₹ (1981 Lakhs) [Previous Year ₹ 2590 Lakhs] related to difference between Closing and Opening Stock has been debited in the Statement of Profit & Loss.

NOTE No."48"

Additional information:	2011-2012 Qty. MT	2011-2012 Value (₹ Lakhs)	2010-2011 Qty. MT	2010-2011 Value (₹ Lakhs)
[A] Details of Raw Materials, Stores and Spares Consumed:				
[a] Raw Materials:				
Cement Division				
[i] Indigenous : [89.83% (Previous Year 96.32%)]				
Limestone Raised	14,714,554	20,772	16,891,823	22,838
Clinker	160,816	5,153	327,223	12,222
Gypsum	277,104	5,825	428,698	10,178
Laterite/Iron Ore	413,704	4,288	406,050	3,670
Fly Ash	3,320,974	14,951	3,282,265	11,869
[ii] Imported: [10.17% (Previous Year 3.68%)]				
Gypsum	164,956	5,773	77,404	2,320
		56,762		63,097

Cement Product - Asbestos Sheets

[i] Indigenous : (Nil (Previous Year 35.62%))

Cement OPC - - 37,333 1,023

Pulp - - 766 133

Fly Ash - - 25,863 122

[ii] Imported: (Nil (Previous Year 64.38%))

Fibre - - 6,882 2,309

- - 3,587

2011-2012
₹ Lakhs
2010-2011
₹ Lakhs
[b] Spares & Stores Consumed

[i] Indigenous 38,519 92.87% 49,391 91.85%

[ii] Imported 2,959 7.13% 4,384 8.15%

41,478 100% 53,775 100%

[B] Value of Imports [On CIF Basis]:

Stores and Spares 6,839 6,109

Capital Equipment [including Capital Work-in-Progress] 12,279 46,595

Steel Plates - 68

Raw Materials 30,818 6,408

Hydro Mechanical and Electromechanical Equipment 4,821 41,922

Others 88 114

[C] Expenditure in Foreign Currency [including Expenditure During Construction Period]:

Travelling 172 208

Technical Fees 3,044 2,415

Finance Costs 11,912 11,064

Others including Foreign currency rate difference 819 567 -

Foreign Currency Rate Difference [Adjusted in Capitalisation]

[including (gain)/loss on forward contracts] 46,488 9,207

[D] Earnings in Foreign Exchange [including Income during Construction Period]:

Cement Exports [FOB Value] 752 497

Contract Receipts 3,979 -

Hospitality 2,580 2,312

Interest 19 25

Others - 2

Advance received from Real Estate Customers 464 673

[E] Dividend Paid to Non-Resident Shareholders in Foreign Currency

	During FY 2011-2012		During FY 2010-2011	
	Final Div. for F.Y. 2010-2011	Interim Div. Ist F.Y. 2010-2011	Final Div. for F.Y. 2009-2010	
Number of Share Holders	157	164	164	
Number of Shares*	894,686	898,879	863,898	
Dividend Paid (₹ Lakhs)	4	4	5	
* Face Value ₹ 2 per share				

NOTE No."49" Cost of Limestone raised included in raw materials consumed:	As at 31.03.2012 ₹ Lakhs	As at 31.03.2011 ₹ Lakhs
Royalty and Cess	7,158	8,338
Salaries and Wages	1,792	2,194
Power and Fuel	110	68
Stores and Spares Consumed	6,224	6,911
Factory and Administrative Overheads	1,567	1,488
Payment to Mining Contractors	3,921	3,839
	20,772	22,838

NOTE No."50"

The External Commercial Borrowings [ECBs] outstanding as on 31.03.2012 of JPY 13493.025 million , USD 32.50 million, USD 15.31 million, JPY 655.41 million, GBP 34.84 million and CAD 61.625 million are hedged in respect of coupon as well as repayment. Hedging of JPY to USD in respect of JPY 655.41 million yet to be done.

As on 31.03.2012, the Company has outstanding exposure of Euro 0.255 Million [unhedged] against Foreign Currency Convertible Bonds [FCCB-II] [Previous Year Euro 1.706 Million] and USD 354.475 Million against Foreign Currency Convertible Bonds [FCCB-III] (Previous Year USD 354.475 Million) (USD 250 Million hedged ,balance unhedged) pending conversion into Equity Share Capital.

NOTE No."51"

Related Parties disclosures, as required in terms of "Accounting Standard [AS] 18" are given below:

Relationships**[a] Subsidiary Companies [including their subsidiaries]:**

- [i] Jaiprakash Power Ventures Limited
- [ii] Jaypee Infratech Limited
- [iii] Himalyan Expressway Limited
- [iv] Jaypee Ganga Infrastructure Corporation Limited
- [v] Jaypee Sports International Limited
- [vi] Jaypee Agra Vikas Limited
- [vii] Jaypee Cement Corporation Limited [w.e.f. 22.02.2011]
- [viii] Jaypee Fertilizers & Industries Limited [w.e.f. 03.06.2010]
- [ix] Himalyaputra Aviation Limited [w.e.f. 23.07.2011]
- [x] Jaypee Assam Cement Limited [w.e.f. 30.08.2011]
- [xi] Sangam Power Generation Company Limited [subsidiary of Jaiprakash Power Ventures Limited]
- [xii] Prayagraj Power Generation Company Limited [subsidiary of Jaiprakash Power Ventures Limited]
- [xiii] Jaypee Meghalaya Power Limited [w.e.f. 26.08.2010] [subsidiary of Jaiprakash Power Ventures Limited]

[b] Joint Venture Subsidiaries :

- [i] Bhilai Jaypee Cement Limited
- [ii] Bokaro Jaypee Cement Limited
- [iii] Gujarat Jaypee Cement & Infrastructure Limited
- [iv] Jaypee Powergrid Limited [Joint Venture Subsidiary Company of Jaiprakash Power Ventures Limited]
- [v] Jaypee Arunachal Power Limited [Joint Venture Subsidiary Company of Jaiprakash Power Ventures Limited]
- [vi] Madhya Pradesh Jaypee Minerals Limited [till 02.03.2011]

[c] 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] Andhra Cements Limited [w.e.f. 10.02.2012]

[d] Key Management Personnel:

- [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, Managing Director [Cement]
- [v] Shri Pankaj Gaur, Joint Managing Director [Construction]
- [vi] Shri Shyam Datt Nailwal, Director [Finance]
- [vii] Shri Ranvijay Singh, Whole time Director
- [viii] Shri Ravindra Kumar Singh, Whole time Director
- [ix] Shri Rahul Kumar, Whole time Director & C.F.O.

[e] 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

Note: Related party relationships are as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred to above in ordinary course of business

Nature of Transactions	₹ Lakhs				
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred in 1(e) above
Income					
Contract Receipts	480,165	4,654	-	-	-
	(513,612)	(4,297)	-	-	-
Sale of Cement/ Other Material	35,815	9,958	519	-	-
	(7,200)	(808)	(126)	-	-
Real Estate Revenue	-	-	1,475	5,465	8,368
	-	-	(25,357)	-	-
Dividend Received	11,550	-	-	-	-
	(8,662)	-	-	-	-
Machinery/Helicopter Hire Charges	622	17	22	-	-
	(283)	(12)	(98)	-	-
Rent	-	12	24	-	-
	(40)	-	-	-	-
Hotel Revenue	175	-	320	-	-
	(100)	(2)	(1)	-	-
Others	27	-	-	-	-
	(782)	(844)	(43)	-	-
Expenditure					
Management Fees	-	-	1,094	-	-
	-	-	(1,239)	-	-
Lease Rent	-	-	-	-	-
	-	-	-	-	-
Technical Consultancy	-	-	4,595	-	-
	-	-	(3,540)	-	-

₹ Lakhs					
Nature of Transactions	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred in 1(e) above
Purchase of Clinker/ Other Material	5,423	5,105	234	-	-
	-	(9,824)	(294)	-	-
Salaries & Other Amenities etc.	-	-	-	1,627	153
	-	-	-	(818)	(103)
Security & Medical Services	-	-	8,637	-	-
	-	-	(9,486)	-	-
Rent	-	-	72	-	-
	-	-	(66)	-	-
Fixed Assets Purchased	-	-	-	-	-
	-	-	(125)	-	-
Others	544	-	2	-	-
	-	-	(2)	-	-
Others					
Paid for Land (Real Estate)	70,264	-	-	-	-
	(20,527)	-	-	-	-
Purchase of Shares during the year	28,413	4,645	-	-	-
	(28,052)	(5,004)	(22,264)	-	-
Share Application Money Outstanding	63,055	2,654	14,857	-	-
	(52,975)	(5,296)	(5,662)	-	-
Outstandings as at 31st March					
Receivables					
Advances, Mobilisation Advances, Security Deposits, Trade Receivables and Other Current Assets	645,288	10,241	169,682	-	-
	(85,835)	(3,468)	(171,055)	-	-
Payables					
Mobilisation & Machinery Advances, Unsecured Loans, Security, Earnest Money, Trade Payable and Salary Payable	130,404	114	1,170	74	2
	(108,152)	(479)	(4,864)	(39)	(3)

Note:

1. Guarantees and Securities for Subsidiaries, Joint Venture Subsidiaries, Joint Ventures, Associates are disclosed elsewhere in the Notes to the Account.
2. Previous Year figures are given in brackets.

NOTE No."52"
SEGMENT INFORMATION
BUSINESS SEGMENT

BUSINESS SEGMENT									₹ Lakhs	
Particulars	Construc- tion	Cement / Cement Products	Hotel / Hospi- tality	Real Estate	Power	Invest- ments	Others	Unal- located	Total	
[A] Segment Revenue										
External	584,226 (605,270)	535,433 (509,602)	19,418 (17,870)	141,696 (171,027)	3,557 (3,138)	20,121 (10,359)	133 (1,035)	7,177 (13,570)	1,311,761 (1,331,871)	
Inter Segment Revenue	- -	11,063 (35,977)	236 (233)	- -	- -	- -	- -	- -	11,299 (36,210)	
[B] Segment Results										
Profit/(Loss) before Tax and Interest	160,536 (92,640)	65,257 (85,308)	358 (1,515)	66,467 (87,085)	1,561 (1,219)	20,121 (10,359)	(468) (392)	(-) (-)	4,224 (7,769)	309,608 (269,965)
Less:Finance Costs									178,174 (145,830)	
Profit before Tax & Exceptional Item									131,434 (124,135)	
Profit on Sale of Equity Shares [Exceptional Item]									- (51,316)	
Profit before Tax									131,434 (175,451)	
[C] Other Information										
<u>Provision for Tax</u>										
Current Tax									23,835 (33,009)	
Deferred Tax									4,975 (27,073)	
Income Tax provision of earlier years reversed								(-)	14 (1,409)	
Profit after Tax									102,638 (116,778)	
Segment Assets	674,866 (516,076)	1,289,216 (1,638,753)	70,401 (63,817)	465,447 (381,238)	221,345 (156,670)	688,247 (648,375)	17,676 (30,008)	627,181 (339,371)	4,054,379 (3,774,308)	
Segment Liabilities	266,840 (194,585)	141,142 (152,513)	8,552 (7,373)	109,890 (120,043)	14,136 (8,008)	- -	778 (2,375)	61,110 (89,353)	602,448 (574,250)	
Loans									2,104,825 (2,151,291)	
Capital Expenditure during the year including Capital Work-in-Progress	14,657 (19,834)	188,116 (304,588)	8,268 (15,392)	931 (3,500)	66,290 (105,716)	- -	5,035 (9,111)	1,637 (10,157)	284,934 (468,298)	
Depreciation	15,522 (11,523)	40,803 (44,692)	2,225 (1,622)	663 (160)	1,413 (1,381)	- -	148 (465)	500 (939)	61,274 (60,782)	
Non Cash expenditure other than depreciation	- -	837 (732)	21 (21)	5 (23)	- -	- -	- -	- -	863 (776)	

[a] Segments have been identified in accordance with Accounting Standards on Segmental Reporting [AS-17] taking into account the organisation 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/Expressway
- [ii] Cement/Cement Products Manufacture and Sale of Cement, Clinker and Cement Products
- [iii] Hotel/Hospitality Hotels, Golf Course, Resorts and SPA

- [iv] Real Estate Real Estate Development
- [v] Power Generation and Sale of Energy
- [vi] Investments Investments in Subsidiaries and Joint Ventures for Cement, Power, Expressway, Sports etc.
- [vii] Others Includes Coal, Waste Treatment Plant ,Heavy Engineering Works, Hitech Castings etc
- [d] Segment Revenues, Operating 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 Liabilities exclude Deferred Tax Liability.

NOTE No."53"

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	102,638	116,778
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	102,638	116,780
Net Profit for Diluted Earnings Per Share as per Statement of Profit & Loss before extraordinary item	102,638	116,780
[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 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 items		
[i] Basic	₹ 4.83	₹ 5.49
[ii] Diluted	₹ 4.64	₹ 5.27
[d] Earnings Per Share after extraordinary items		
[i] Basic	₹ 4.83	₹ 5.49
[ii] Diluted	₹ 4.64	₹ 5.27
[e] Face Value Per Share	₹ 2.00	₹ 2.00

NOTE No."54"
(a) Provident Fund - Defined Contribution Plan

All employees are entitled to Provident Fund benefits. ₹ 2,758 Lakhs [Previous Year ₹ 2,655 Lakhs] has been debited in the Statement of Profit & Loss during the year.

(b) Gratuity and Leave encashment

Defined Benefit Plans - Provision made as per actuarial valuation. The Company has a Trust namely Jaiprakash Associates Employees Gratuity Fund Trust to manage funds towards Gratuity Liability of the Company. SBI Life Insurance Company Limited and ICICI Prudential Life Insurance Company Limited has been appointed for management of the Trust Fund for the benefit of the employees.

₹ Lakhs

Sl No.	Particulars	FY 2011-2012		FY 2010-2011	
		GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
I	Expenses recognised in the Statement of Profit & Loss/IEDC for the year ended				
1	Current Service Cost	758	1,019	809	1,157
2	Interest Cost	492	328	373	272
3	Employee Contribution	-	-	-	-
4	Expected Return on Plan Assets	(623)	-	(467)	-
5	Actuarial (Gains)/ Losses	(371)	(433)	367	(438)
6	Past Service Cost	-	-	6	-
7	Settlement Cost	-	-	-	-
8	Total Expenses	256	914	1,088	991
II	Net Asset / (Liability) recognised in the Balance Sheet				
1	Present Value of Defined Benefit Obligation	6,391	4,300	6,078	4,069
2	Fair Value of Plan Assets	7,260	-	7,203	-
3	Funded Status Surplus/ (Deficit)	868	(4,300)	1,125	(4,069)
4	Excess of actual over estimated	(105)	-	-	-
5	Net Asset/ (Liability)	868	(4,300)	1,125	(4,069)
III	Change in Obligation during the Year				
1	Present value of Defined Benefit Obligation at the beginning of the year	6,078	4,065	4,668	3,398
2	Less: Transferred to JCCL	(284)	(204)	-	-
3	Balance	-	-	-	-
4	Current Service Cost	758	1,019	809	1,157
5	Interest Cost	492	328	373	272
6	Settlement Cost	-	-	-	-
7	Past Service Cost	-	-	6	-
8	Employee Contributions	-	-	-	-
9	Expected Return on Plan Assets	-	-	(467)	-
10	Actuarial (Gains) / Losses	(476)	(433)	367	(438)
11	Benefit Payments	(177)	(476)	(241)	(319)
12	Actual return on plan assets	-	-	562	-
13	Present Value of Defined Benefit Obligation at the end of the year	597	438	1,409	672
IV	Change in Assets during the Year				
1	Plan Assets at the beginning of the year	7,203	-	5,191	-
2	Less: Transferred to JCCL	(284)	-	-	-
3	Balance	7,487	-	5,191	-
4	Assets acquired on amalgamation in previous year	-	-	-	-

₹ Lakhs

Sl No.	Particulars	FY 2011-2012		FY 2010-2011	
		GRATUITY	LEAVE ENCASHMENT	GRATUITY	LEAVE ENCASHMENT
5	Settlements	-	-	-	-
6	Expected return on Plan Assets	623	-	-	-
7	Contribution by Employer	-	-	1,691	-
8	Actual Benefit Paid	(177)	-	(241)	-
9	Actuarial Gains/ (Losses)	(105)	-	-	-
10	Actual Return on Plan Assets	518	-	562	-
11	Plan Assets at the end of the year	8,346	-	7,203	-

(c) Actuarial Assumptions

(i) Discount Rate	8.50%
(ii) Mortality	LIC (1994-1996)
(iii) Turnover Rate	Upto 30 years - 2%, 30-44 years - 5%, Above 44 years - 3%
(iv) Future Salary Increase	6.00%
(v) Expected Rate of Return on Plan Assets	9.00%

NOTE No."55"

For the purpose of Regulation 3[e][i] of the Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 1997, the "Group" constituted Shri Jaiprakash Gaur, his associates and Companies as disclosed to Stock Exchanges from time to time which include Jaiprakash Associates Limited (JAL), its Subsidiaries given under Note No.51(a) & (b) above, its Associates given under Note No.51(c) above and Siddharth Utility Private Limited. These Regulations have now been substituted by Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 2011,

NOTE No."56"

The Free-hold Land [Agricultural] purchased by the Company for ₹ 3 Lakhs measuring 7 Bighas at Rangpuri, New Delhi had been notified for acquisition U/s 4 & 6 of the Land Acquisition Act. The Company's claim for compensation is pending settlement.

NOTE No."57"

Figures for the previous year have been regrouped/recast/rearranged wherever considered necessary to conform to this year's classification in accordance with revised Schedule VI.

NOTE No."58"

All the figures have been rounded off to the nearest lakh ₹

Signatures to Note No."1" to "58"

For **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

For and on behalf of the Board

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

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 as per Statement of Profit & Loss		131,434		175,451
Add back:				
(a) Depreciation	61,274		60,781	
(b) Miscellaneous Expenses and Amortisation	863		774	
(c) Finance Costs	178,174		145,830	
(d) Loss on sale of Assets [Net]	113	240,424	179	207,564
		371,858		383,015
Deduct:				
(a) Interest Income	(6,328)		(12,233)	
(b) Dividend Income	(12,196)		(10,179)	
(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	(1,171)	(27,620)	(710)	(74,618)
Operating Profit before Working Capital Changes		344,238		308,397
Deduct:				
(a) Increase in Inventories	(2,504)		(11,283)	
Less: Transferred to Transferee Company	18,488	(20,992)		
(b) Increase in Projects under Development		(71,945)	(11,896)	
(c) Increase in Trade Receivables	(162,387)		(52,560)	
Less: Transferred to Transferee Company	1,366	(163,753)		
(d) Increase in Loans and Advances [including other current asset]	(469,769)		(59,054)	
Less: Transferred to Transferee Company	26,335		-	
Add: Purchase Consideration receivable from Transferee Company	403,098	(93,006)	-	
(e) Decrease in Trade Payables, Other Liabilities & Provisions		-	(13,005)	
		(349,696)		(147,798)
		(5,458)		160,599
Add:				
Increase in Trade Payables, Other Liabilities & Provisions	54,572		-	
Add: Transferred to Transferee Company	37,993	92,565	-	-
Cash Generated from Operations		87,107		160,599
Deduct:				
Tax Paid [except Tax paid on Profit on sale of Equity Shares]		(16,630)		(28,367)
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	70,477		132,232
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Outflow:				
(a) Purchase of Fixed Assets (including Capital Work-in-Progress)		(284,936)	(468,299)	
(b) Purchase of Investments in Equity Shares [including Share Application Money]		(49,691)	(94,168)	
(c) Purchase/Sale of Investments in units of Mutual Fund/ Exchange Traded Funds [Net]		-	(2,401)	(564,868)
Inflow:				
(a) Sale/Transfer of Fixed Assets (including Capital Work-in-Progress)	498,229		2,320	
Less: Transferred to Transferee company	496,232	1,997		
(b) Sale/Purchase of Investments in units of Mutual Fund/ Exchange Traded Funds [Net]		17,744	-	
(c) Sale of Investments in Equity Shares		-	57,316	
(d) Interest Received		6,709	12,651	

		2011-2012 ` Lakhs	2010-2011 ₹ Lakhs
(e) Dividend Received		12,196	10,179
(f) Other Income		1,171	710
Deduct:			
Tax Paid on Profit on Sale of Equity Shares		-	(10,228)
NET CASH USED IN INVESTING ACTIVITIES "B"		(294,810)	(491,920)
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
Inflow:			
(a) Increase in Share Capital (Refer Note No.3 below)	-		36
(b) Increase in Security Premium (Refer Note No.3 below)	-		1,304
(c) Increase in Capital Reserve	207,013		-
Less: Capital Reserve Arising on Demerger	207,013	-	-
(d) Increase in Borrowings (Net of Repayments)	(46,642)		374,830
Less: Transferred to Transferee Company	312,320	265,678	-
		265,678	376,170
Outflow:			
(a) Finance Costs (including Redemption Premium)	(173,258)		(138,031)
(b) Dividend Paid (including Tax on Dividend)	(8,192)	(181,450)	(20,117)
			(158,148)
NET CASH FROM FINANCING ACTIVITIES "C"		84,228	218,022
CASH AND CASH EQUIVALENTS TRANSFERRED ON DEMERGER "D"		(3,924)	-
NET INC./(DEC.) IN CASH AND CASH EQUIVALENTS "A+B+C+D"		(144,029)	(141,666)
CASH AND CASH EQUIVALENTS AS AT 01.04. (OPENING BALANCE)		246,252	387,918
CASH AND CASH EQUIVALENTS AS AT 31.03. (CLOSING BALANCE)		102,223	246,252

Notes:

- Cash and Cash Equivalents:
Cash-in-hand and Balances with Scheduled Banks in Rupees [including ₹ 1,176 Lakhs lying in Unpaid Dividend Account (Previous Year ₹ 1,138 Lakhs) which are not available for use by the Company].
Cash-in-hand and Balances with Non Scheduled Banks in Foreign Currency [including Iraqi Dinars 27,377 Million (equivalent to ₹ 10 Lakhs) which are not available for use by the Company]
102,040 246,131
183 121
- Against the working capital cash credit limit of ₹ 37,500 Lakhs (Previous year ₹ 26,300 Lakhs) sanctioned by the Banks the outstanding balance as on 31st March, 2012 is ₹ 22,764 Lakhs (Previous Year ₹ 20,814 Lakhs)
- Increase in Share Capital & Share Premium is on account of Conversion of Foreign Currency Convertible Bonds into Equity Shares. Correspondingly, the Borrowings have been decreased.
- Direct Taxes paid are treated as arising from Operating Activities (except relating to sale of Investments in Equity Shares) and are not bifurcated between Investing and Financing activities.
- Previous year figures have been regrouped/rearranged wherever necessary.

For and on behalf of the Board

For **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

**ANNEXURE TO THE BALANCE SHEET AS AT 31ST MARCH, 2012
STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956
RELATING TO COMPANY'S INTEREST IN THE SUBSIDIARY COMPANIES**

01 Name of Subsidiary Company	Jaiprakash Power Ventures Limited [JPVL]	Jaypee Ganga Infrastructure Corporation Limited [B]	Bhilai Jaypee Cement Limited [C]	Jaypee Infraitech Limited [D]	Gujarat Jaypee Cement & Infrastructure Limited [E]	Jaypee Power Grid Limited [Subsidiary of JPVL] [F]	Himalayan Expressway Limited [G]	Himalyaputra Aviation Limited [H]
	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012
02 Financial Year of the Subsidiary Company ended on								
03 Number of Shares held by Jaiprakash Associates Limited and its nominees in the Subsidiary Companies at the end of the financial year of the Subsidiary Companies	1,783,000,600	271,350,000	149,450,400	1,155,000,000	543,160	216,080,000	118,090,000	2,000,000
(i) Equity Shares of ₹ 10/- each - fully paid-up	67.93%	100.00%	74.00%	83.16%	74.00%	74.00%	100.00%	100.00%
(ii) Extent of holding	-	2,914,500,000	-	-	111,198,400	-	-	35,000,000
(iii) Share Application Money (₹)								
04 Date from which it became Subsidiary Company	04.03.1995	18.03.2008	11.04.2007	05.04.2007	26.12.2007	30.01.2007	25.05.2007	23.07.2011
05 The net aggregate of Profit / (Loss) of the Subsidiary Companies as far as it concerns the members of the Holding Company:								
(i) Not dealt with in the Holding Company's Accounts:								
(a) For the Financial Year of the Subsidiary	₹ 27372 Lakhs	-	(₹ 6099 Lakhs)	₹ 101475 Lakhs	(₹ 19 Lakhs)	(₹ 142 Lakhs)	-	(₹ 7 Lakhs)
(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	₹ 63701 Lakhs	-	(₹ 8534 Lakhs)	₹ 166619 Lakhs	-	(₹ 136 Lakhs)	(₹ 64 Lakhs)	-
(ii) Dealt with in the Holding Company's Accounts:								
(a) For the Financial Year of the Subsidiary	-	-	-	₹ 5775 Lakhs	-	-	-	-
(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	₹ 11665 Lakhs	-	-	₹ 14437 Lakhs	-	-	-	-
06 - Changes in the interest of Jaiprakash Associates Limited between the end of the Subsidiary's Financial Year and 31st March, 2012								
Number of Shares acquired	-	-	-	-	-	-	-	-
- Material changes between the end of the Subsidiary's Financial Year and 31st March, 2012								
(i) Fixed Assets (Net Addition) (Capital Work-in-Progress)	-	-	-	-	-	-	-	-
(ii) Investments	-	-	-	-	-	-	-	-
(iii) Moneys lent by the Subsidiary	-	-	-	-	-	-	-	-
(iv) Moneys borrowed by the Subsidiary Company other than for meeting Current Liabilities	-	-	-	-	-	-	-	-

ANNEXURE TO THE BALANCE SHEET AS AT 31ST MARCH, 2012 STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO COMPANY'S INTEREST IN THE SUBSIDIARY COMPANIES										
01 Name of Subsidiary Company	Jaypee Sports International Limited [I]	Bokaro Jaypee Cement Limited [J]	Jaypee Arunachal Power Limited [Subsidiary of JPVL] [K]	Sangam Power Generation Co. Limited [Subsidiary of JPVL] [L]	Prayagraj Power Generation Co. Limited [Subsidiary of JPVL] [M]	Jaypee Meghalaya Power Limited [Subsidiary of JPVL] [N]	Jaypee Agra Vikas Limited [O]	Jaypee Cement Corporation Limited [P]	Jaypee Fertilizers & Industries Limited [Q]	Jaypee Assam Cement Limited [R]
02 Financial Year of the Subsidiary Company ended on	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012	31.03.2012
03 Number of Shares held by Jaiprakash Associates Limited and its nominees in the Subsidiaries	514,877,000	98,901,000	200,000,000	551,977,200	693,189,800	50,000	273,800,000	93,000,000	113,835,000	63,000
Companies at the end of the financial year of the Subsidiary Companies										
(i) Equity Shares of ₹ 10/- each - fully paid-up										
(ii) Extent of holding	90.81%	74.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
(iii) Share Application Money (₹)	-	154,190,000	240,000,000	-	1,850,000,000	66,500,000	3,201,000,000	150,000,000	-	5,000,000
04 Date from which it became Subsidiary Company	07.03.2008	13.03.2008	23.04.2008	23.07.2009	23.07.2009	26.08.2010	16.11.2009	22.02.2011	03.06.2010	30.08.2011
05 The net aggregate of Profit / (Loss) of the Subsidiary Companies as far as it concerns the members of the Holding Company:										
(i) Not dealt with in the Holding Company's Accounts:										
(a) For the Financial Year of the Subsidiary	₹ 1247 Lakhs	₹ 3324 Lakhs	-	-	-	-	-	₹ 53012 Lakhs	₹ 25 Lakhs	₹ 53 Lakhs
(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	₹ 187 Lakhs	₹ 25 Lakhs	₹ 225 Lakhs	₹ 7 Lakhs	₹ 6 Lakhs	₹ 2 Lakhs	₹ 200 Lakhs	₹ 2333 Lakhs	-	-
(ii) Dealt with in the Holding Company's Accounts:										
(a) For the Financial Year of the Subsidiary	-	-	-	-	-	-	-	-	-	-
(b) For the Previous Financial Years since it became the Holding Company's Subsidiary	-	-	-	-	-	-	-	-	-	-

Figures mentioned at Sl. No 5(i) for Bhillai Jaypee Cement Corporation Limited and Jaypee Cement Corporation Limited are taken as per Balance Sheet prepared for Tax purposes.

For and on behalf of the Board

For **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida
Dated: 30th May, 2012

GOPAL DAS BANSAL
Jt. President [Accounts]

RAM BAHADUR SINGH
C.F.O. [Cement]

HARISH K. VAID
Sr. President [Corporate
Affairs] & Company Secre

RAHUL KUMAR
Director & C.F.O.

SHYAM DATT NAILWAL
Director [Finance]

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

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 ₹ 62,53,130.85 Lacs as at 31st March 2012, the total revenues of ₹ 7,95,247.72 Lacs and total cash out flows amounting to ₹ 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	1,147,803	1,035,382	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	4,667,515	32,757	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	1,778,444	12,828	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
CURRENT 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"

As per our report of even date attached to the Balance Sheet

For and on behalf of the Board

For **M.P. SINGH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 002183C

M.P. SINGH

Partner

M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

MANOJ GAUR

Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA

Executive Vice Chairman

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)	(1,409)
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"		

As per our report of even date attached to the Balance Sheet

For **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida

Dated: 30th May, 2012

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]

For and on behalf of the Board

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

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 accounted 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 Account.

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 preferential payments.

2.4 Details of Shareholder holding more than 5% Shares:

Name of Shareholder	As at 31.03.2012		As at 31.03.2011	
	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"	As At 31.03.2012		As At 31.03.2011	
RESERVES AND SURPLUS	₹ Lakhs		₹ 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	208,993	27	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	-	228,350	12,500	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	20,053	301	20,254
Securities 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
Reserve 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

	As At 31.03.2012 ₹ Lakhs			As At 31.03.2011 ₹ Lakhs	
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					
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		As At 31.03.2011	
	Current ₹ Lakhs	Non-Current ₹ Lakhs	Current ₹ Lakhs	Non-Current ₹ Lakhs
[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
Gr. Total "I + II"	780,384	4,391,272	309,299	3,922,696

CONSOLIDATED NOTE No. "6"	As At 31.03.2012	As At 31.03.2011
DEFERRED TAX LIABILITIES [NET]	₹ Lakhs	₹ 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	As at 31.03.2012 ₹ Lakhs		As at 31.03.2011 ₹ Lakhs	
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	111,223	1,608	160,157
		145,768		194,365

"9.1" Maximum balance of Commercial Papers outstanding 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"	As at 31.03.2012		As at 31.03.2011	
OTHER CURRENT LIABILITIES	₹ Lakhs		₹ Lakhs	
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	309,229
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

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/ Adjust- ment during the year	As at 31.03.2012	Upto 31.03.2011	For The year	Sale/ Discard/ 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
INTANGIBLE ASSETS UNDER DEVELOPMENT									54,400	54,025

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] transferred 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
(A) Investments in Subsidiaries**In EQUITY SHARES - Unquoted, fully paid-up**

Nil Equity Shares of Jaypee Fertilizers & Industries
(6,765,000) Limited of ₹ 10/- each

As At 31.03.2012
₹ Lakhs
As At 31.03.2011
₹ Lakhs

- - 677 677

(B) Investment in Associate Companies**In EQUITY SHARES - Unquoted, fully paid-up**

- (i) Nil Equity Shares of Madhya Pradesh Jaypee
(10,500,000) Minerals Limited of ₹ 10/- each
- (ii) 10,000 Equity Shares of Jaiprakash Kashmir Energy
(10,000) Limited of ₹ 10/- each
- (iii) 736,620 Equity Shares of RPJ Minerals Private Limited
(736,620) of ₹ 10/- each

- 993

1 1

32 36

CONSOLIDATED NOTE No. "14"		As At 31.03.2012	As At 31.03.2011
NON-CURRENT INVESTMENTS		₹ Lakhs	₹ Lakhs
(iv)	23,575 Equity Shares of Sonebhadra Minerals Private (23,575) Limited of ₹ 10/- each	16	16
(v)	50,000 Equity Shares of Indesign Enterprises Private (50,000) Limited, Cyprus, Cyprus Pound 1/- each	72	72
(vi)	Nil Equity Shares of MP Jaypee Coal Fields Limited (490,000) of ₹ 10/- each	-	45
(vii)	Nil Equity Shares of MP Jaypee Coal Limited (4,900,000) 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 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 (868,000) Limited 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 (25,000) Corporation of 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 (2,035,000) Connectivity 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

	As At 31.03.2012 ₹ Lakhs		As At 31.03.2011 ₹ Lakhs	
(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]	As At 31.03.2012 ₹ Lakhs	As At 31.03.2011 ₹ Lakhs
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] <u>Investment in Units of Exchange Traded Funds</u>				
[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] <u>Investment in Units of Mutual Funds</u>				
[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>Name of Mutual Fund/ ETF</u>	<u>Units</u>	<u>2011-12 ₹ Lakhs</u>	<u>Units</u>	<u>2010-11 ₹ Lakhs</u>
[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] Templeton 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" PROJECTS UNDER DEVELOPMENT [Refer Note No "33"]	632,978	543,051
	632,978	543,051

CONSOLIDATED NOTE No. "20" TRADE RECEIVABLES (Unsecured, considered good)		
(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)	(142)
(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]	-	24,642
	278,964	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]		
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]		
Interest accrued on Fixed Deposits & Others	4,450	6,880
	4,450	6,880

CONSOLIDATED NOTE No. "24"		2011-12	2010-11
REVENUE FROM OPERATIONS		₹ Lakhs	₹ 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	60,262	501,871
Asbestos Sheets & Other Sales [Gross]	12,441	9,078	
Less: Excise Duty on Sales	1,148	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	

CONSOLIDATED NOTE No."27"		2011-12		2010-11
CHANGES IN INVENTORIES OF FINISHED GOODS & WORK-IN-PROGRESS		₹ Lakhs		₹ Lakhs
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			
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 & Maintenance 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			
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			
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"		2011-12		2010-11
DEPRECIATION AND AMORTISATION EXPENSE		₹ Lakhs		₹ Lakhs
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				
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	2010-11
		₹ Lakhs	₹ 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
		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 Powergrid 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:		
(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"		
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 [w.e.f. 10.02.2012]
- [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 [till 15.06.2011]
- [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 Powergrid 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(c) above
	Referred in 1(a) above	Referred in 1(b) 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)	-	-
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 (86,836)	690,916 (525,669)	315,877 (257,886)	32,858 (17,769)	165,393 (78,442)	182,762 (171,027)	8,571 (1,741)	2,011 (224)	15,982 (23,387)	1,512,049 (1,162,981)
Inter Segment Revenue	484,819 (517,909)	42,367 (42,669)	10,264 (20,527)	686 (334)	107 -	- -	- -	3,199 (812)	- -	541,442 (582,251)
Segment Results										
Profit/(Loss) before Tax, Interest and Minority Interest	42,600 (51,318)	48,032 (79,784)	181,125 (-) (170,357)	18,412 (1,515)	129,653 (59,168)	82,035 (90,495)	8,571 (-) (1,741) (-)	1,613 (785)	3,961 (1,810)	475,952 (455,403)
Less: Interest										313,414 (197,950)
Profit beforeTax & Exceptional Item										162,538 (257,453)
Profit on Sale of Equity Shares (Exceptional Item)										- (51,316)
Profit beforeTax, Minority Interest and Share in Associates										162,528 (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 (418,934)	2,071,287 (1,785,096)	1,483,365 (1,168,924)	316,063 (202,955)	2,320,438 (1,654,691)	479,382 (449,993)	323,116 (311,112)	108,072 (30,000)	307,752 (759,749)	7,907,571 (6,781,454)
Segment Liabilities	136,605 (86,107)	217,969 (172,200)	166,052 (195,503)	37,268 (19,823)	117,297 (55,182)	130,054 (146,392)	- -	21,160 (2,322)	145,444 (165,551)	971,849 (843,080)
Total Loans										5,318,377 (4,425,029)
Capital Expenditure during the year including Capital Work- in-Progress	14,657 (19,834)	314,085 (340,062)	241,436 (278,404)	116,206 (76,921)	685,887 (554,130)	931 (3,500)	- -	54,054 (9,112)	1,637 (10,158)	1,428,893 (1,292,121)
Depreciation	4,257 (1,985)	60,421 (48,506)	159 (863)	6,672 (1,622)	21,788 (10,076)	663 (159)	- -	437 (465)	500 (939)	94,897 (64,615)
Non Cash expenditure other than depreccation	- -	848 (738)	- -	21 (21)	105 (32)	5 (23)	- -	- -	70 (645)	1,049 (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 items		
[i] Basic	₹ 2.98	8.43
[ii] Diluted	₹ 2.86	8.10
[d] Earnings Per Share after extraordinary items		
[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:

Name of Company	₹ Lakhs									
	Capital (Including Share Application Money)	Reserves	Total Assets	Total Liabilities (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 (262,476)	284,022 (254,589)	2,237,742 (1,838,130)	1,691,244 (1,321,065)	386,308 (360,630)	168,630 (84,074)	46,299 (20,646)	6,004 (4,135)	40,295 (16,511)	- -
Sangam Power Generation Company Limited	55,198 (55,198)	-7 (-7)	55,231 (55,248)	40 (57)	- -	- -	- -	- -	- -	- -
Prayagraj Power Generation Company Limited	87,819 (67,819)	-6 (-6)	323,478 (142,540)	235,665 (74,727)	- -	- -	- -	- -	- -	- -
Jaypee Power Grid Limited	29,200 (25,000)	-376 (-184)	98,469 (84,800)	69,645 (59,984)	- -	- -	-111 (-184)	81 -	-192 (-184)	- -
Jaypee Infratech Limited	138,893 (138,893)	438,870 (337,400)	1,677,449 (1,422,545)	1,099,686 (946,252)	- -	316,893 (279,863)	159,740 (181,464)	30,768 (37,958)	128,972 (143,506)	8,071 (8,071)
Himalayan Expressway Limited	11,809 (11,809)	11,636 (8,429)	75,782 (51,259)	52,337 (31,021)	- -	- -	- -	- -	- -	- -
Bhilai Jaypee Cement Limited*	20,196 (20,196)	-828 (6,972)	93,763 (101,235)	74,395 (74,067)	- -	62,382 (33,287)	-9,633 (-8869)	-1,391 (2181)	-8,242 (-11050)	- -
Jaypee Ganga Infrastructure Corporation Limited	56,280 (56,600)	- -	56,443 (56,751)	163 (151)	- -	- -	- -	- -	- -	- -
Jaypee Arunachal Power Limited	22,400 (20,000)	-225 (-225)	22,635 (20,009)	460 (234)	- -	- -	- (-99)	- -	- (-99)	- -
Bokaro Jaypee Cement Limited	13,365 (11,869)	-4,526 (-34)	55,643 (39,947)	46,804 (28,112)	- -	27,465 -	-1,540 (-34)	2,952 -	-4,492 (-34)	- -
Jaypee Sports International Limited	56,700 (64,200)	1,171 (-202)	395,520 (297,117)	337,649 (233,119)	- -	94,974 -	1,981 -	608 -	1,373 -	- -
Gujarat Jaypee Cement & Infrastructure Limited	1,185 (1,185)	-26 -	1,162 (1,258)	3 (73)	- -	90 -	2 -	28 -	-26 -	- -
Jaypee Agra Vikas Limited	59,390 (58,380)	-200 (-200)	71,704 (70,690)	12,514 (12,510)	- -	- -	- (-200)	- (-200)	- (-200)	- -
Jaypee Meghalaya Power Limited	670 (500)	-2 (-2)	767 (501)	99 (3)	- -	- -	- (-2)	- -	- (-2)	- -
Himalyaputra Aviation Limited	550 -	-7 -	544 -	1 -	- -	3 -	-7 -	- -	-7 -	- -
Jaypee Cement Corporation Limited*	10,800 (8,800)	-48,463 (-3452)	865,598 (13,662)	903,261 (8,314)	- -	123,994 -	-53,034 (-2413)	-22 (-80)	-53,012 (-2333)	- -
Jaypee Assam Cement Limited	6 -	-53 -	56 -	103 -	- -	- -	-53 -	- -	-53 -	- -
Jaypee Fertilizers & 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 **M.P. SINGH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida

Dated: 30th May,
2012

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]

For and on behalf of the Board

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

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	179
	417,470	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)	(426)
	(25,067)	(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)

		2011-2012 ₹ Lakhs	2010-2011 ₹ Lakhs
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
<u>Inflow:</u>			
(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
<u>Outflow:</u>			
(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)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C+D"	(395,801)	(166,659)
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 Registration No. 002183C

M.P. SINGH
Partner
M.No 1454

Place : Noida
Dated: 30th May, 2012

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]

MANOJ GAUR
Executive Chairman & C.E.O.

SUNIL KUMAR SHARMA
Executive Vice Chairman

JAIPRAKASH ASSOCIATES LIMITED

Registered Office: Sector-128, Noida-201 304 (U.P.)
Delhi Office: 63, Basant Lok, Vasant Vihar, New Delhi - 110 057.

ATTENDANCE SLIP

NAME OF THE SHAREHOLDER / PROXY*	DP ID**		Folio No.	
	Client ID**		No. of Shares held	

I hereby record my presence at the 15th Annual General Meeting of the Company held on Thursday, September 27, 2012 at 10.30 A.M. at the Auditorium of Jaypee Institute of Information Technology University, A-10, Sector 62, NOIDA- 201 307 (U.P.)

SIGNATURE OF THE SHAREHOLDER / PROXY*

* Strike out whichever is not applicable

** Applicable for investor holding shares in electronic form.

Note: Please handover the slip at the entrance of the meeting venue

-Cut here-

JAIPRAKASH ASSOCIATES LIMITED

Registered Office: Sector-128, Noida-201 304 (U.P.)
Delhi Office: 63, Basant Lok, Vasant Vihar, New Delhi - 110 057.

PROXY

I/We ofin
the district of being a Member(s) of the above named
Company hereby appoint of in the district of
..... or failing him/her of in the district of
..... as my/our proxy to attend and vote for me/on my/our behalf at the 15th Annual General Meeting of
the Company to be held on Thursday, September 27, 2012 at 10.30 A.M. at the Auditorium of Jaypee Institute of Information Technology
University, A-10, Sector 62, NOIDA- 201 307 (U.P.)

Signed at this day of 2012.

Folio No.		DP ID**	
No. of Shares held		Client ID**	

Affix
Re.1
Revenue
Stamp

** Applicable for investors holding shares in electronic form.

Note:

1. The Proxy need not be a member.
2. The form of proxy, duly signed across Re. 1 revenue stamp should reach the Company, not less than 48 hours before the time fixed for the meeting.

BOOK POST

If undelivered please return to:

JAIPRAKASH
ASSOCIATES LIMITED

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Website : www.jalindia.com