

JAIPRAKASH ASSOCIATES LIMITED

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STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020

(₹ in Lakhs)

Particulars	STANDALONE					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2020 [Unaudited]	30.06.2020 [Unaudited]	30.09.2019 [Unaudited]	30.09.2020 [Unaudited]	30.09.2019 [Unaudited]	31.03.2020 [Audited]
1 Income						
Revenue from Operations	76352	67171	102263	143523	222251	461913
Other Income	(2768)	5342	6744	2574	13970	6809
Total Income	73584	72513	109007	146097	236221	468722
2 Expenses						
[a] Cost of Materials Consumed	25279	21434	39307	46713	85111	172679
[b] Purchase of Stock-in-trade	370	-	-	370	-	-
[c] Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-Progress	(1353)	3440	(353)	2087	(343)	(5103)
[d] Direct Construction, Manufacturing, Real Estate, Hotel/Hospitality, Event & Power Expenses	27915	23602	37413	51517	79341	165685
[e] Employee Benefits Expense	10018	9740	12477	19758	24727	51504
[f] Finance Costs	18145	18387	18008	36532	36808	80233
[g] Depreciation and Amortisation Expense	10089	9784	10329	19873	20463	41217
[h] Other Expenses	23125	9250	12573	32375	26737	53724
Total Expenses	113588	95637	129754	209225	272844	559939
3 Profit/(Loss) before Exceptional Items and Tax [1 - 2]	(40004)	(23124)	(20747)	(63128)	(36623)	(91217)
4 Exceptional Items	-	-	4574	-	4574	2169
5 Profit/(Loss) before Tax [3 + 4]	(40004)	(23124)	(16173)	(63128)	(32049)	(89048)
6 Tax Expense						
[a] Current Tax	202	464	-	666	-	165
[b] Deferred Tax	-	-	-	-	-	-
Total Tax Expense	202	464	-	666	-	165
7 Net Profit/(Loss) for the period from Continuing Operations after Tax [5 - 6]	(40206)	(23588)	(16173)	(63794)	(32049)	(89213)
8 Profit/(Loss) from Discontinued Operations	23	(23)	(8)	-	(15)	(70)
9 Tax expense of Discontinued Operations	-	-	-	-	-	-
10 Profit/(Loss) from Discontinued Operations after Tax [8 - 9]	23	(23)	(8)	-	(15)	(70)
11 Net Profit/(Loss) for the period after Tax [7 + 10]	(40183)	(23611)	(16181)	(63794)	(32064)	(89283)
12 Other Comprehensive Income						
a(i) Items that will not be reclassified to Profit/(Loss)	-	-	-	-	-	(292)
(ii) Income Tax relating to Items that will not be reclassified to Profit/(Loss)	-	-	-	-	-	-
b(i) Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
(ii) Income Tax relating to Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
Total Other Comprehensive Income for the period	-	-	-	-	-	(292)
13 Total Comprehensive Income for the period [11 + 12] [comprising Profit/(Loss) and Other Comprehensive Income]	(40183)	(23611)	(16181)	(63794)	(32064)	(89575)
14 Paid-up Equity Share Capital [of ₹ 2/- per share]	48649	48649	48649	48649	48649	48649
15 Other Equity [excluding Revaluation Reserve]						736872
16 Earnings Per Share [of ₹ 2/- per share] [for continuing operations]						
Basic	₹ (1.65)	₹ (0.97)	₹ (0.67)	₹ (2.62)	₹ (1.32)	₹ (3.67)
Diluted	₹ (1.65)	₹ (0.97)	₹ (0.67)	₹ (2.62)	₹ (1.32)	₹ (3.67)
Earnings Per Share [of ₹ 2/- per share] [for discontinued operations]						
Basic	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Diluted	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -
Earnings Per Share [of ₹ 2/- per share] [for discontinued and continuing operations]						
Basic	₹ (1.65)	₹ (0.97)	₹ (0.67)	₹ (2.62)	₹ (1.32)	₹ (3.67)
Diluted	₹ (1.65)	₹ (0.97)	₹ (0.67)	₹ (2.62)	₹ (1.32)	₹ (3.67)

**UNAUDITED SEGMENT-WISE REVENUE, RESULTS, ASSETS AND LIABILITIES
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020**

(₹ in Lakhs)

Particulars	STANDALONE					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2020 [Unaudited]	30.06.2020 [Unaudited]	30.09.2019 [Unaudited]	30.09.2020 [Unaudited]	30.09.2019 [Unaudited]	31.03.2020 [Audited]
1. Segment Revenue						
[a] Cement	28231	26952	33961	55183	81955	154601
[b] Construction	32292	33025	46902	65317	91656	209219
[c] Power	7086	3217	4409	10303	10817	20864
[d] Hotel/Hospitality & Golf Course	1125	634	5424	1759	11747	26260
[e] Sport Events	84	26	238	110	824	1064
[f] Real Estate	7672	3788	10963	11460	24735	48228
[g] Others	1566	575	1360	2141	2668	4859
[h] Unallocated	99	98	121	197	196	1411
Total	78155	68315	103378	146470	224598	466506
Less: Inter-segment Revenue	1803	1144	1115	2947	2347	4593
Revenue from Operations	76352	67171	102263	143523	222251	461913
2. Segment Results						
[a] Cement	(1078)	(989)	(3553)	(2067)	(3209)	(5618)
[b] Construction	(2901)	(2691)	(499)	(5592)	1066	10726
[c] Power	861	(715)	(2058)	146	(3433)	(6386)
[d] Hotel/Hospitality & Golf Course	(1230)	(1275)	(505)	(2505)	(395)	1076
[e] Sport Events	(2770)	(3022)	(2959)	(5792)	(5616)	(11810)
[f] Real Estate	130	(460)	976	(330)	2108	421
[g] Investments	(16331)	4362	4570	(11969)	9140	85
[h] Others	93	(605)	(958)	(512)	(2044)	(4309)
	(23226)	(5395)	(4986)	(28621)	(2383)	(15815)
Less:						
[a] Finance Costs	18145	18387	18008	36532	36808	80233
[b] Other Un-allocable Expenditure net off Un-allocable Income	(1367)	(658)	(2247)	(2025)	(2568)	(4831)
	(40004)	(23124)	(20747)	(63128)	(36623)	(91217)
Exceptional Items	-	-	4574	-	4574	2169
Profit/(Loss) before Tax from Continuing Operations	(40004)	(23124)	(16173)	(63128)	(32049)	(89048)
3. Segment Assets						
[a] Cement	462482	472092	473855	462482	473855	470277
[b] Construction	501392	501747	523076	501392	523076	498826
[c] Power	190473	191762	195041	190473	195041	192602
[d] Hotel/Hospitality & Golf Course	75606	76657	78329	75606	78329	78300
[e] Sports Events	224754	227442	235279	224754	235279	230112
[f] Real Estate	1455326	1426871	1354513	1455326	1354513	1403389
[g] Investments	730728	746980	752420	730728	752420	742541
[h] Others	10912	14561	14547	10912	14547	14107
[i] Un-allocated	216997	220662	206305	216997	206305	223002
Total Segment Assets	3868670	3878774	3833365	3868670	3833365	3853156
4. Segment Liabilities						
[excluding Loans]						
[a] Cement	90221	100360	93001	90221	93001	98334
[b] Construction	179868	179008	183606	179868	183606	174358
[c] Power	15903	14880	15135	15903	15135	15114
[d] Hotel/Hospitality & Golf Course	20288	20669	20449	20288	20449	21003
[e] Sports Events	7961	9824	13310	7961	13310	12110
[f] Real Estate	373654	375484	379346	373654	379346	375958
[g] Others	1243	5323	4640	1243	4640	4932
[h] Un-allocated	586555	540954	418255	586555	418255	498511
Total Segment Liabilities	1275693	1246502	1127742	1275693	1127742	1200320

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STATEMENT OF ASSETS AND LIABILITIES		(₹ in Lakhs)	
Particulars	STANDALONE		
	As At 30.09.2020 [Unaudited]	As At 31.03.2020 [Audited]	
A ASSETS			
1 NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	659764	677839	
(b) Capital Work-in-Progress	48274	47880	
(c) Investment Property	-	-	
(d) Goodwill	-	-	
(e) Other Intangible Assets	8	9	
(f) Intangible Assets under Development	-	-	
(g) Biological Assets other than bearer plants	-	-	
	<u>708046</u>	<u>725728</u>	
(h) Financial Assets			
(i) Investments	730728	742541	
(ii) Trade Receivables	257995	257995	
(iii) Loans	10473	10064	
(iv) Other Financial Assets	9594	11096	
(i) Deferred Tax Assets [Net]	-	-	
(j) Other Non-Current Assets	156784	121252	
Total - Non-current Assets	<u>1873620</u>	<u>1868676</u>	
2 CURRENT ASSETS			
(a) Inventories	454880	458090	
(b) Financial Assets			
(i) Investments	-	-	
(ii) Trade Receivables	93736	97570	
(iii) Cash and Cash Equivalents	25839	15388	
(iv) Bank Balances other than Cash and Cash Equivalents	20877	15634	
(v) Loans	107	107	
(vi) Other Financial Assets	174271	232700	
(c) Current Tax Assets [Net]	-	-	
(d) Other Current Assets	303483	297245	
Total - Current Assets	<u>1073193</u>	<u>1116734</u>	
3 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	921857	867746	
TOTAL - ASSETS	<u>3868670</u>	<u>3853156</u>	
B EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	48649	48649	
(b) Other Equity	673078	736872	
Total - Equity	<u>721727</u>	<u>785521</u>	
2 LIABILITIES			
(I) NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	426876	460217	
(ii) Trade Payables	6900	7146	
(iii) Other Financial Liabilities	42352	38724	
(b) Provisions	9543	9258	
(c) Deferred Tax Liabilities [Net]	-	-	
(d) Other Non-Current Liabilities	18344	17392	
Total - Non-current Liabilities	<u>504015</u>	<u>532737</u>	
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	36548	35865	
(ii) Trade Payables			
Due to Micro & Small Enterprises	1313	1103	
Due to Creditors Other than Micro & Small Enterprises	142390	149232	
(iii) Other Financial Liabilities	384608	316120	
(b) Other Current Liabilities	359314	367803	
(c) Provisions	78519	78519	
(d) Current Tax Liabilities [Net]	-	-	
Total - Current Liabilities	<u>1002692</u>	<u>948642</u>	
3 LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	1640236	1586256	
TOTAL - EQUITY AND LIABILITIES	<u>3868670</u>	<u>3853156</u>	

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CASH FLOW STATEMENT FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2020

₹ Lakhs

(A) CASH FLOW FROM OPERATING ACTIVITIES:	STANDALONE		
	HALY YEAR ENDED	YEAR ENDED	
	30.09.2020 Unaudited	31.03.2020 Audited	
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	(63,128)	(89,118)	
Adjusted for :			
(a) Depreciation & Amortisation	19,873	41,217	
(b) (Profit)/ Loss on sale/disposal/ discard/ write off of Assets [Net]	6	(1,211)	
(c) Finance Costs	36,532	80,233	
(d) Interest Income	(2,343)	(4,178)	
(e) Profit on Sale of Non-Current Investments	-	(48)	
(f) Fair Value Gain on Financial Instruments	11,813	(347)	
(g) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds/ Other Investments	-	(418)	
(h) Exceptional Items	-	(2,169)	
Operating Profit/(Loss) before Working Capital Changes	2,753	23,961	
Adjusted for :			
(a) (Increase)/Decrease in Inventories	8,471	22,597	
(b) (Increase)/Decrease in Trade Receivables	3,834	10,608	
(c) (Increase)/Decrease in Other Receivables	8,567	(26,908)	
(d) Increase/(Decrease) in Trade Payables & Other Payables	(13,159)	(7,675)	
Cash Generated from Operations	10,466	22,583	
Tax Refund/ (Paid) [Net]	7,672	7,030	
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	18,138	29,613
(B) CASH FLOW FROM INVESTING ACTIVITIES:			
(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress	(2,034)	(9,772)	
(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)	107	2,358	
(c) Changes in Fixed Deposits & Other Bank Balances	(3,939)	561	
(d) Proceeds from Sale/Transfer of Investments/ Other Investments	-	64	
(e) Interest Income	1,641	4,015	
NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	"B"	(4,225)	(2,774)
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
(a) Proceeds from Long Term Borrowings	-	-	
(b) Repayment of Long Term Borrowings	(205)	(5,451)	
(c) Change in Short term Borrowings (Net)	683	1,227	
(d) Finance Costs	(3,940)	(19,922)	
NET CASH GENERATED FROM/ (USED IN) FROM FINANCING ACTIVITIES	"C"	(3,462)	(24,146)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C"	10,451	2,693
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		15,388	12,695
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		25,839	15,388

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Notes:

- Figures for the previous periods have been regrouped to conform to the classification of the current period, wherever necessary.
- The Comprehensive Re-organization and Restructuring Plan (CRRP) for the Company and Jaypee Cement Corporation Limited was duly approved by the Joint Lenders' Forum on 22nd June, 2017, based on the recommendations of the Independent Evaluation Committee (IEC) appointed by the Reserve Bank of India envisaging bifurcation of the entire debt of the Company into two parts – 'Sustainable Debt' and 'Other Debt'. The entire outstanding debt has been put in three buckets making provisions for settlement/continuation of each category of debt as under :

[i] Bucket 1 Debt of ₹ 11,689 Crores which is part of the 'other debt' was to be discharged against the sale of identified Cement Plants of the Company and its Wholly owned Subsidiary to UltraTech Cement Limited. The transaction of the said sale stands consummated and Bucket 1 Debt stands settled in July, 2017.

[ii] Bucket 2a Debt of ₹ 6,367 Crores, being 'sustainable debt' will continue as debt of the Company for which Master Restructuring Agreement (MRA) dated 31st October, 2017 has been executed by the concerned 32 Lenders. The terms of the MRA are being complied including creation of security in favour of Lenders.

[iii] Bucket 2b Debt of ₹ 11,833.55 Crores (₹ 13,590 Crores original amount as reduced by ₹ 2543.55 Crores settled through direct Debt Assets Swap), which is part of 'Other Debt' is to be transferred to a Special Purpose Vehicle (SPV) namely Jaypee Infrastructure Development Limited (wholly owned subsidiary of the company) alongwith identified land of the Company. The Scheme of Arrangement (Scheme) for the said hive off duly approved by the Stock Exchanges, Shareholders, Creditors, other Regulators is pending sanction by National Company Law Tribunal (NCLT), which Scheme, on sanction, shall be effective from 1st July, 2017, being the Appointed Date.

Thus, the CRRP has not only been duly finalized and agreed upon with the Lenders but also implemented, as aforesaid, well within the time recommended by the Independent Advisory Committee as per Press Release dated 13th June, 2017.

In terms of the duly approved CRRP, as aforesaid, the Company has provided interest expenses on debt portion that will remain with it. Interest for the quarter ended 30th September, 2020 aggregating ₹ 272.18 Crores (₹ 3509.26 Crores cumulatively till 30th September, 2020) on debt portion which will be transferred to Real Estate SPV on sanction of the Scheme of Arrangement by NCLT with Appointed Date of 1st July, 2017, has been added to the carrying cost of the Inventory / Projects under development in respect of SDZ Real Estate Undertaking (SDZ-RE), since the same has to be serviced from the assets / development of Assets of SDZ-RE.

- Pending sanction of the aforesaid Scheme by NCLT, ICICI Bank Limited on the directions of the RBI has filed an application with Hon'ble NCLT, Allahabad Bench U/s 7 of Insolvency & Bankruptcy Code, 2016 against the Company which is pending.
- [a] The Competition Commission of India (CCI) vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and interalia imposed a penalty of ₹1,323.60 Crores on the Company. The Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal (NCLAT). NCLAT vide its Order dated 25th July 2018 has rejected the appeals of all the cement manufacturers including that of the Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been ₹ 237.70 Crores only as against the penalty of ₹ 1323.60 Crores calculated on the profits for all business segments of the Company. The Company & other affected cement manufacturers filed appeal against the Order of NCLAT before Hon'ble Supreme Court which has since been admitted with the directions that the interim Order passed earlier by NCLAT in the matter will continue in the meantime. The Company's request for rectification of Demand Notice was declined by CCI and the Company has filed a review application before Hon'ble NCLAT against the said rejection by CCI which matter is still pending.
- [b] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and interalia imposed a penalty of ₹ 38.02 Crores on the Company based on criteria of average turnover of the Company as a whole as against the 'relevant turnover' of 'Cement Division'. The Company had filed an appeal against the said Order before NCLAT which has stayed the operation of impugned order and matter is pending.

Based on the advice available, no provision is considered necessary in the above financial results in respect of the above cases.

- Non Current Trade receivables include ₹ 2579.95 Crores, outstanding as at 30th September, 2020 (₹ 2579.95 Crores, outstanding as at 31st March 2020) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the Management is of the view that these receivables are recoverable.
- Yamuna Expressway Industrial Development Authority (YEIDA) vide its communication dated 12th February 2020 has conveyed its action relating to cancellation of the lease deeds of the land admeasuring 1000 hectare (Core/Non-core area) located at Special Development Zone (SDZ), Sector -25, Sports City, Greater Noida allotted to the Company interalia, on account of alleged non-payment of dues for which an agreement for deferment of installments had already been arrived at between the parties.

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Accordingly, the Company challenged the above order before Hon'ble Allahabad High Court as YEIDA had already deferred payment, till December 2023 (last instalment) & more than 90% of payment (including Interest) has already been made to YEIDA. High Court vide its order dated 25.02.2020 granted stay and directed Company to deposit ₹ 50 crores by 10.03.2020 and another ₹ 50 crores by 25.03.2020 failing which the interim protection granted by Hon'ble High Court shall stand vacated and YEIDA shall be free to proceed further. The Company has deposited ₹ 50 crores before 09.03.2020 and another sum of ₹ 5 crores on 16.03.2020. However, due to onset of Corona 19 virus and further lockdowns imposed by the Government during Quarter ended 30.06.2020, entire business activity across country came to stand still.

The matter was fixed for hearing but could not be heard due to lock down. Due to onset of Corona virus, Hon'ble High Court vide their Orders from time to time has extended the validity of all stay Orders, giving the latest extension till 01.12.2020. Further, in view of the Hon'ble Supreme Court Order in another developer's case where the Court has directed the Authorities to charge 8.5% interest on pending dues from the Developers, the Company is in the process of submitting fresh application with the Hon'ble High Court.

In view of the petition filed by the Company and/or settlement of pending dues by offering proportionate Land, the carrying value of the Land and other Assets i.e. Race Track, Buildings etc is continued to be shown as an Asset of the Company and balance amount payable as a liability.

7. IDBI Bank Limited had filed a petition with Hon'ble National Company Law Tribunal [NCLT], Allahabad Bench [The Bench] under Section 7 of Insolvency and Bankruptcy Code, 2016 [IBC] in respect of Jaypee Infratech Limited [JIL] [Subsidiary of the Company] which was admitted vide Order dated 9th August, 2017 and Interim Resolution Professional [IRP] was appointed.

Some of the Homebuyers took the matter to Hon'ble Supreme Court, which was finally disposed off on 9th August, 2018 directing recommencement of CIRP proceedings against JIL. During the course of the said proceedings, on the interim directions of Hon'ble Supreme Court a sum of ₹ 750 Crores was deposited in the Supreme Court by JAL [the Holding Company of JIL] which was to be used for payment to such homebuyers who had opted for refund through the portal created by the Amicus appointed by the Hon'ble Supreme Court. However, in view of the amendment in the IBC giving status of the Financial Creditor to the Homebuyers, following the discipline of IBC, Hon'ble Supreme Court held that the said amount cannot be used for the said purpose and directed the same to be transferred alongwith interest to NCLT, Allahabad with direction to abide by the order of NCLT.

On conclusion of the second round of CIRP as under taken under the directions of Hon'ble Supreme Court, the Principal Bench, NCLT, New Delhi had approved the Resolution Plan of NBCC (India) Limited [NBCC] with certain modifications on 03.03.2020.

NBCC, the successful Resolution Applicant, had filed an appeal against the said order of NCLT approving the Resolution Plan with modifications, before Hon'ble NCLAT. NCLAT vide its order dated 22.04.2020 had issued notices to all the Respondents and also constituted an Interim Monitoring Committee (IMC) to remain in place till the disposal of the said appeal.

The Company [JAL] had also filed an appeal before Hon'ble NCLAT against the said NCLT Order dated 03.03.2020 holding the amount of ₹ 750 Crores deposited by JAL to form part of the Resolution Plan and also directing the payment of other amounts to JIL. Notices were issued to the Respondents and the implementation of the Plan has been subjected to the outcome of JAL's appeal. Pending adjudication, the Company has not made provision in respect of the deposit of ₹ 750 Crores, in the financial statements for the half year ended 30th September, 2020.

The IRP, Yes Bank Limited and groups of homebuyers etc had also filed appeals against the said Order of NCLT. Similarly a group of Shareholders of JIL had also filed an appeal against the said Order of NCLT claiming value for the shareholders based on the Net worth of JIL. Hon'ble NCLAT had directed issue of notices on all these appeals making the implementation of the plan subject to the outcome of the appeals.

Before any effective hearing could start before NCLAT, on being approached by a Group of Home buyers, Hon'ble Supreme Court vide its Order dated 06.08.2020 stayed the operation of the NCLAT Order dated 22.04.2020, transferred to itself all appeals pending before the NCLAT and also directed Resolution Professional to continue to manage the affairs of Jaypee Infratech Limited. The case was heard by Hon'ble Supreme Court on various dates and Order was reserved on 08.10.2020 and is awaited.

Keeping in view the appeals filed by various parties against the order dated 03.03.2020 of the Adjudicating Authority approving the resolution plan of NBCC Ltd with modifications, and further proceedings in the matter in NCLAT and Hon'ble Supreme Court making the implementation of the Resolution Plan subject to the outcome of the said appeals, the financial statements of JIL have not been consolidated with those of the Company.

Since the matter is sub-judice and on attaining its finality, necessary effect of the outcome thereof shall be given in the Financial Statements interalia in respect of the Investments in JIL aggregating ₹ 849.26 Crores (8470 lacs equity shares of ₹ 10/- each).

8. During the quarter ended 30th June 2020, complete lockdown was announced by Government of India in the interest of the Nation, which led to complete disruption of operations of manufacturing, construction units and offices spread across India thereby bringing the Operations of the Company to complete halt for almost five weeks in the quarter.

There has been adverse impact on Company's operations also in quarter ended 30th September 2020 as compared to corresponding / previous quarter. The Quarter witnessed impact in operations of Engineering & Construction as different projects are in different states, while four projects are in neighbouring countries of Bhutan & Nepal. The Governments of Bhutan had imposed a lockdown of 2 weeks in this quarter and other restrictions thereafter. Jammu & Kashmir due to twin reason of localised lockdown & law and order matters ordered continuation of work in extremely regulated manner affecting the progress adversely.

There is high level of uncertainty about the time required for things to get normal. The Management is closely monitoring the current situation. As per current assessment, there is no significant impact on carrying amount of inventories, trade receivables, investments and other financial assets. The eventual outcome of the impact of the global health pandemic may be different from these estimated as on date of the approval of the financial results.



9. During the quarter under report, there has been a Fair Value Loss on Investments (Net) aggregating to ₹ 162.53 Crores.
10. The outstanding against privately placed listed Non-Convertible Debentures (NCDs) is fully secured by way of equitable mortgage/registered mortgage/ hypothecation of certain fixed assets of the Company and Land of its subsidiary (JIL) having security cover of more than 100%. Subsequent to Order dated 26th February 2020 by Hon'ble Supreme Court the Land mortgaged is to be reverted back to JIL. As per the CRRP duly approved by the lenders including as Debenture holders, the outstanding NCDs including interest due thereon, are to be converted into Rupee Term Loan and repayable as per conditions of the said Plan.
11. The above Financial results for the quarter ended 30th September, 2020 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 31st October, 2020.

Place: Greater Noida
Dated: 31st October, 2020




MANOJ GAUR
Executive Chairman
DIN - 00008480



Additional disclosures as per Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Particulars	As At 30.09.2020
[a]	Debt-Equity Ratio [in times]	2.59
[b]	Previous due date for the payment of interest of Non-Convertible Debentures [NCDs]	
(i)	11.90% NCDs issued on 19.09.2014 and 08.10.2014	}
(ii)	12.00% NCDs issued on 25.07.2012	}
(iii)	10.50% NCDs issued on 16.07.2010	}
(iv)	11.75% NCDs issued on 26.11.2009	}
(v)	12.40% NCDs issued on 04.11.2008	}
(vi)	11.80% NCDs issued on 11.08.2008	}
	Interest has been repaid	Refer Note No.(o) below
[c]	Previous due date for the repayment of Principal of NCDs	
(i)	11.90% NCDs issued on 19.09.2014 and 08.10.2014	}
(ii)	12.00% NCDs issued on 25.07.2012	}
(iii)	10.50% NCDs issued on 16.07.2010	}
(iv)	11.75% NCDs issued on 26.11.2009	}
(v)	12.40% NCDs issued on 04.11.2008	}
(vi)	11.80% NCDs issued on 11.08.2008	}
	Principal has been repaid	Refer Note No.(o) below
[d]	Next due date and amount for the payment of interest of NCDs	Refer Note No.(o) below
[e]	Next due date and amount for the repayment of Principal of NCDs	Refer Note No.(o) below
[f]	Debt Service Coverage Ratio [in times] for the period ended 30.09.2020 [PBIT excluding exceptional items / (Gross Interest + Long-term Principal Repayment)]	(0.73)
[g]	Interest Service Coverage Ratio [(in times) for the period ended 30.09.2020 (PBIT excluding exceptional items / Gross Interest)]	(0.73)
[h]	Debenture Redemption Reserve [₹ in Lakhs]	-
[i]	Net Worth [₹ in Lakhs]	721719
[j]	Net Profit/(Loss) after Tax for the period ended 30.09.2020 [₹ in Lakhs]	(63794)
[k]	Basic Earnings per Share for the period ended 30.09.2020 (in ₹)	(2.62)

[l] The credit rating by CARE for the NCDs issued by the Company continues to be "D"

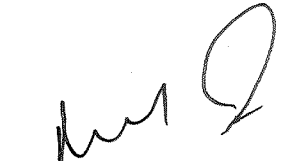
[m] The Company continues to maintain 100% asset cover for the secured NCDs issued by it.

[n] Net Worth is total of Equity less Intangible Assets.

[o] Next due date and Amount for payment of Principal and Interest shall be ascertained on complete implementation of the Scheme of restructuring/ realignment /re-organisation of the Debt of the Company approved by the Lenders including Debenture Holders of the Company.

Place: Greater Noida
Dated: 31st October, 2020

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GROUP


MANOJ GAUR
Executive Chairman
DIN - 00008480



STATEMENT OF UNAUDITED FINANCIAL RESULTS
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020

(₹ in Lakhs)

Particulars	CONSOLIDATED					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2020 [Unaudited]	30.06.2020 [Unaudited]	30.09.2019 [Unaudited]	30.09.2020 [Unaudited]	30.09.2019 [Unaudited]	31.03.2020 [Audited]
1 Income						
Revenue from Operations	131685	113126	163540	244811	338645	703549
Other Income	1759	973	2228	2732	5014	10137
Total Income	133444	114099	165768	247543	343659	713686
2 Expenses						
[a] Cost of Materials Consumed	50738	48266	80129	99004	162203	327051
[b] Purchase of Stock-in-trade	1188	172	506	1360	979	3282
[c] Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-Progress	1657	1952	795	3609	1291	(3236)
[d] Direct Construction, Manufacturing, Real Estate, Infrastructure Hotel/Hospitality, Event & Power Expenses	40706	34583	45587	75289	96973	203636
[e] Employee Benefits Expense	12690	12019	15006	24709	29648	62164
[f] Finance Costs	23662	23553	22614	47215	47247	113344
[g] Depreciation and Amortisation Expense	14559	14049	15371	28608	30347	60256
[h] Other Expenses	35920	13439	15627	49359	33698	69124
Total Expenses	181120	148033	195635	329153	402386	835621
3 Profit/(Loss) before Exceptional Items, Share of Profit/(Loss) in Associates and Tax [1 - 2]	(47676)	(33934)	(29867)	(81610)	(58727)	(121935)
4 Share of Profit/(Loss) in Associates	8	3	(3656)	11	(4979)	(42101)
5 Profit/(Loss) before Exceptional Items and Tax [3 + 4]	(47668)	(33931)	(33523)	(81599)	(63706)	(164036)
6 Exceptional Items	2728	-	4574	2728	4574	389015
7 Profit/(Loss) before Tax [5 + 6]	(44940)	(33931)	(28949)	(78871)	(59132)	224979
8 Tax Expense						
[a] Current Tax	199	480	(273)	679	-	177
[b] Deferred Tax	160	(744)	(990)	(584)	(1033)	38246
Total Tax Expense	359	(264)	(1263)	95	(1033)	38423
9 Net Profit/(Loss) for the period from Continuing Operations after Tax [7 - 8]	(45299)	(33667)	(27686)	(78966)	(58099)	186556
10 Profit/(Loss) from Discontinued Operations	23	(23)	(43374)	-	(88055)	(130480)
11 Tax expense of Discontinued Operations	-	-	-	-	-	-
12 Profit/(Loss) from Discontinued Operations after Tax [10 - 11]	23	(23)	(43374)	-	(88055)	(130480)
13 Net Profit/(Loss) for the period after Tax [9 + 12]	(45276)	(33690)	(71060)	(78966)	(146154)	56076
14 Non Controlling Interest	397	(422)	(17368)	(25)	(35000)	(53493)
15 Net Profit/(Loss) after Tax and Non-Controlling Interest [13 - 14]	(45673)	(33268)	(53692)	(78941)	(111154)	109569
16 Other Comprehensive Income						
a(i) Items that will not be reclassified to Profit/(Loss)	-	(1)	(12)	(1)	(10)	(373)
(ii) Income Tax relating to Items that will not be reclassified to Profit/(Loss)	(2)	1	-	(1)	-	-
b(i) Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
(ii) Income Tax relating to Items that will be reclassified to Profit/(Loss)	-	-	-	-	-	-
Total Other Comprehensive Income for the period	(2)	-	(12)	(2)	(10)	(373)
17 Non-Controlling Interest [Other Comprehensive Income]	1	-	(4)	1	(4)	(7)
18 Other Comprehensive Income after Non-Controlling Interest [16 - 17]	(3)	-	(8)	(3)	(6)	(366)
19 Total Comprehensive Income for the period [13 + 16] [comprising Profit/(Loss) and Other Comprehensive Income]	(45278)	(33690)	(71072)	(78968)	(146164)	55703
20 Total Non-Controlling Interest [14 + 17]	398	(422)	(17372)	(24)	(35004)	(53500)
21 Total Comprehensive Income for the period after Non-Controlling Interest [19 - 20] [comprising Profit/(Loss) and Other Comprehensive Income for the period]	(45676)	(33268)	(53700)	(78944)	(111160)	109203
22 Paid-up Equity Share Capital [of ₹ 2/- per share]	48649	48649	48649	48649	48649	48649
23 Other Equity [excluding Revaluation Reserve]						169540
24 Earnings Per Share [of ₹ 2/- per share] [for continuing operations]						
Basic	₹ (1.88)	₹ (1.37)	₹ (0.43)	₹ (3.25)	₹ (0.95)	₹ 9.86
Diluted	₹ (1.88)	₹ (1.37)	₹ (0.43)	₹ (3.25)	₹ (0.95)	₹ 9.86
Earnings Per Share [of ₹ 2/- per share] [for discontinued operations]						
Basic	₹ -	₹ -	₹ (1.78)	₹ -	₹ (3.62)	₹ (5.36)
Diluted	₹ -	₹ -	₹ (1.78)	₹ -	₹ (3.62)	₹ (5.36)
Earnings Per Share [of ₹ 2/- per share] [for discontinued and continuing operations]						
Basic	₹ (1.88)	₹ (1.37)	₹ (2.21)	₹ (3.25)	₹ (4.57)	₹ 4.50
Diluted	₹ (1.88)	₹ (1.37)	₹ (2.21)	₹ (3.25)	₹ (4.57)	₹ 4.50

**UNAUDITED SEGMENT-WISE REVENUE, RESULTS, ASSETS AND LIABILITIES
FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2020**

(₹ in Lakhs)

Particulars	CONSOLIDATED					
	Quarter Ended			Half Year Ended		Year Ended
	30.09.2020 [Unaudited]	30.06.2020 [Unaudited]	30.09.2019 [Unaudited]	30.09.2020 [Unaudited]	30.09.2019 [Unaudited]	31.03.2020 [Audited]
1. Segment Revenue						
[a] Cement & Cement Products	38695	36766	41579	75461	99952	192368
[b] Construction	32292	33251	47042	65543	93298	211237
[c] Power	7087	3217	4409	10304	10817	20864
[d] Hotel/Hospitality & Golf Course	1124	634	5424	1758	11747	26260
[e] Sport Events	84	26	238	110	824	1064
[f] Real Estate	7672	3788	10962	11460	24735	48228
[g] Investments	-	-	-	-	-	-
[h] Infrastructure	1013	473	1193	1486	2306	4327
[i] Fertilizers	55278	38874	62490	94152	123821	247925
[j] Health Care	-	-	-	-	-	-
[k] Others	2386	1203	2232	3589	5568	10279
[l] Unallocated	99	98	121	197	196	1411
Total	145730	118330	175690	264060	373264	763963
Less: Inter-segment Revenue	14045	5204	12150	19249	34619	60414
Revenue from Operations	131685	113126	163540	244811	338645	703549
2. Segment Results						
[a] Cement & Cement Products	(2822)	(2613)	(6855)	(5435)	(7815)	(15102)
[b] Construction	(2698)	(2582)	2048	(5280)	(195)	9855
[c] Power	861	(715)	(2058)	146	(3433)	(6386)
[d] Hotel/Hospitality & Golf Course	(1230)	(1275)	(505)	(2505)	(395)	1076
[e] Sport Events	(2771)	(3336)	(2959)	(6107)	(5610)	(11805)
[f] Real Estate	130	(460)	975	(330)	2108	420
[g] Investments	(20771)	(77)	(77)	(20848)	(155)	3034
[h] Infrastructure	(286)	19	(446)	(267)	(1323)	(1989)
[i] Fertilizers	4121	757	418	4878	3660	12588
[j] Health Care	-	-	-	-	-	-
[k] Others	327	(584)	320	(257)	(357)	(4151)
	(25139)	(10866)	(9139)	(36005)	(13515)	(12460)
Less:						
[a] Finance Costs	23662	23553	22614	47215	47247	113344
[b] Other Un-allocable Expenditure net off Un-allocable Income	(1125)	(485)	(1886)	(1610)	(2035)	(3869)
	(47676)	(33934)	(29867)	(81610)	(58727)	(121935)
Share of Profit/(Loss) in Associates	8	3	(3656)	11	(4979)	(42101)
Exceptional Items	2728	-	4574	2,728	4574	389015
Profit/(Loss) before Tax from Continuing Operations	(44940)	(33931)	(28949)	(78871)	(59132)	224979
3. Segment Assets						
[a] Cement & Cement Products	582826	603320	610031	582826	610031	598801
[b] Construction	501017	501419	509988	501017	509988	499678
[c] Power	190473	191762	195040	190473	195040	192602
[d] Hotel/Hospitality & Golf Course	75597	76650	78116	75597	78116	78290
[e] Sports Events	222736	225417	233574	222736	233574	228404
[f] Real Estate	1397906	1369438	1299132	1397906	1299132	1349047
[g] Infrastructure	53835	54485	2018678	53835	2018678	54524
[h] Investments	146244	166929	116070	146244	116070	166926
[i] Fertilizers	197690	244054	225581	197690	225581	226039
[j] Health Care	-	-	91270	-	91270	-
[k] Others	36119	36919	38806	36119	38806	36710
[l] Un-allocated	195562	198598	176236	195562	176236	197928
Total Segment Assets	3600005	3668991	5592522	3600005	5592522	3628949
4. Segment Liabilities						
[excluding Loans]						
[a] Cement & Cement Products	118491	134959	115058	118491	115058	139712
[b] Construction	179666	178807	143295	179666	143295	174073
[c] Power	13633	11510	8604	13633	8604	9171
[d] Hotel/Hospitality & Golf Course	20287	20669	20450	20287	20450	21003
[e] Sports Events	5859	7727	11206	5859	11206	10558
[f] Real Estate	373653	375484	352882	373653	352882	376558
[g] Infrastructure	9971	9975	997811	9971	997811	10438
[h] Investments	-	-	-	-	-	-
[i] Fertilizers	57876	94815	77449	57876	77449	76892
[j] Health Care	-	-	27688	-	27688	-
[k] Others	3049	3598	2695	3049	2695	1815
[l] Un-allocated	606089	560679	896026	606089	896026	507390
Total Segment Liabilities	1388574	1398223	2653164	1388574	2653164	1327610

Contd.....11

STATEMENT OF ASSETS AND LIABILITIES		
(₹ in Lakhs)		
Particulars	CONSOLIDATED	
	As At 30.09.2020 [Unaudited]	As At 31.03.2020 [Audited]
A ASSETS		
1 NON-CURRENT ASSETS		
(a) Property, Plant and Equipment	877595	904063
(b) Capital Work-in-Progress	68234	67919
(c) Investment Property	-	-
(d) Goodwill	-	-
(e) Other Intangible Assets	53824	54827
(f) Intangible Assets under Development	-	-
(g) Biological Assets other than bearer plants	-	-
	<u>999653</u>	<u>1026809</u>
(h) Financial Assets		
(i) Investments	146244	166926
(ii) Trade Receivables	258379	258372
(iii) Loans	4279	2727
(iv) Other Financial Assets	10529	11284
(i) Deferred Tax Assets [Net]	-	-
(j) Other Non-Current Assets	134072	145458
Total - Non-current Assets	<u><u>1553156</u></u>	<u><u>1611576</u></u>
2 CURRENT ASSETS		
(a) Inventories	1235460	1184568
(b) Financial Assets		
(i) Investments	-	-
(ii) Trade Receivables	198733	230614
(iii) Cash and Cash Equivalents	28152	18054
(iv) Bank Balances other than Cash and Cash Equivalents	22667	17560
(v) Loans	109	161
(vi) Other Financial Assets	151194	153757
(c) Current Tax Assets [Net]	-	-
(d) Other Current Assets	310534	312659
Total - Current Assets	<u><u>1946849</u></u>	<u><u>1917373</u></u>
3 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE	100000	100000
TOTAL - ASSETS	<u><u>3600005</u></u>	<u><u>3628949</u></u>
B EQUITY AND LIABILITIES		
1 EQUITY		
(a) Equity Share Capital	48649	48649
(b) Other Equity	91230	169540
Total - Equity	<u><u>139879</u></u>	<u><u>218189</u></u>
2 NON-CONTROLLING INTEREST	(1528)	(870)
3 LIABILITIES		
(I) NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	1614619	1651917
(ii) Trade Payables	7277	7515
(iii) Other Financial Liabilities	461697	413428
(b) Provisions	11123	10787
(c) Deferred Tax Liabilities [Net]	14179	14763
(d) Deferred Revenue	-	-
(e) Other Non-Current Liabilities	28415	27800
Total - Non-current Liabilities	<u><u>2137310</u></u>	<u><u>2126210</u></u>
CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	96888	111246
(ii) Trade Payables		
Due to Micro & Small Enterprises	1793	2141
Due to Creditors Other than Micro & Small Enterprises	189751	216599
(iii) Other Financial Liabilities	486214	400111
(b) Other Current Liabilities	370989	376569
(c) Provisions	78709	78754
(d) Current Tax Liabilities [Net]	-	-
Total - Current Liabilities	<u><u>1224344</u></u>	<u><u>1185420</u></u>
4 LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE	100000	100000
TOTAL - EQUITY AND LIABILITIES	<u><u>3600005</u></u>	<u><u>3628949</u></u>

Contd.....12

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH SEPTEMBER, 2020

₹ Lakhs

	CONSOLIDATED		
	HALF YEAR ENDED 30.09.2020 Unaudited	YEAR ENDED 31.03.2020 Audited	
(A) CASH FLOW FROM OPERATING ACTIVITIES:			
Net Profit/(Loss) before Tax as per Statement of Profit & Loss	(78,871)	94,499	
Adjusted for :			
(a) Depreciation, Amortisation & Impairment	28,608	66,846	
(b) (Profit)/ Loss on sale/disposal/ discard/ write off of Assets [Net]	4	(1,203)	
(c) Finance Costs	47,215	249,814	
(d) Interest Income	(2,117)	(3,630)	
(e) (Profit)/ Loss on Sale of Non-Current Investments [Net]	-	(48)	
(f) Fair Value Gain on Financial Instruments	20,693	(3,296)	
(g) Profit on Sale/Redemption of Exchange Traded Funds/Mutual Funds/Sale of other investments	-	(418)	
(h) Share of Profit/ (Loss) in associates	(11)	42,101	
(i) Exceptional Item	(2,728)	(389,012)	
Operating Profit/(Loss) before Working Capital Changes	12,793	55,653	
Adjusted for :			
(a) (Increase)/Decrease in Inventories	8,480	99,184	
(b) (Increase)/Decrease in Trade Receivables	31,874	(60,928)	
(c) (Increase)/Decrease in Other Receivables	5,537	(89,698)	
(d) Increase/(Decrease) in Trade Payables & Other Payables	(29,369)	57,658	
Cash Generated from Operations	29,315	61,869	
Tax Refund/ (Paid) [Net]	8,421	20,787	
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	"A"	37,736	82,656
(B) CASH FLOW FROM INVESTING ACTIVITIES:			
(a) Purchase of Property, Plant & Equipment and Capital Work-in-Progress	(2,324)	(27,880)	
(b) Proceeds from Sale/Transfer of Property, Plant & Equipment (incl. sale of undertakings)	1,150	3,285	
(c) Changes in Fixed Deposits & Other Bank Balances	(4,550)	667	
(d) Proceeds from Sale/Transfer of Investments/ Other Investments	-	64	
(e) Interest Income	1,985	4,285	
NET CASH GENERATED / (USED IN) INVESTING ACTIVITIES	"B"	(3,739)	(19,579)
(C) CASH FLOW FROM FINANCING ACTIVITIES:			
(a) Proceeds from Long Term Borrowings	1,810	2,448	
(b) Repayment of Long Term Borrowings	(3,037)	(29,300)	
(c) Change in Short term Borrowings (Net)	(12,775)	15,790	
(d) Finance Costs	(9,897)	(45,970)	
NET CASH GENERATED FROM/ (USED IN) FINANCING ACTIVITIES	"C"	(23,899)	(57,032)
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS	"A+B+C"	10,098	6,045
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	18,054	19,058	
CASH AND CASH EQUIVALENTS PERTAINING TO DISPOSAL OF SUBSIDIARY	-	7,049	
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	28,152	18,054	

Contd.....13

Notes:

1. Figures for the previous periods have been regrouped to conform to the classification of the current period, wherever necessary.
2. [a] The Competition Commission of India (CCI) vide its Order dated 31st August, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and interalia imposed a penalty of ₹ 1,323.60 Crores on the Company. The Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal (NCLAT). NCLAT vide its Order dated 25th July 2018 has rejected the appeals of all the cement manufacturers including that of the Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been ₹ 237.70 Crores only as against the penalty of ₹ 1323.60 Crores calculated on the profits for all business segments of the Company. The Company & other affected cement manufacturers filed appeal against the Order of NCLAT before Hon'ble Supreme Court which has since been admitted with the directions that the interim Order passed earlier by NCLAT in the matter will continue in the meantime. The Company's request for rectification of Demand Notice was declined by CCI and the Company has filed a review application before Hon'ble NCLAT against the said rejection by CCI which matter is still pending.
[b] The Competition Commission of India vide its other order dated 19th January, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and interalia imposed a penalty of ₹ 38.02 Crores on the Company based on criteria of average turnover of the Company as a whole as against the 'relevant turnover' of 'Cement Division'. The Company had filed an appeal against the said Order before NCLAT which has stayed the operation of impugned order and matter is pending.

Based on the advice available, no provision is considered necessary in the above financial results in respect of the above cases.

3. Non Current Trade receivables include ₹ 2579.95 Crores, outstanding as at 30th September, 2020 (₹ 2579.95 Crores, outstanding as at 31st March 2020) which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed / suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the Management is of the view that these receivables are recoverable.
4. IDBI Bank Limited had filed a petition with Hon'ble National Company Law Tribunal [NCLT], Allahabad Bench [The Bench] under Section 7 of Insolvency and Bankruptcy Code, 2016 [IBC] in respect of Jaypee Infratech Limited [JIL] [Subsidiary of the Company] which was admitted vide Order dated 9th August, 2017 and Interim Resolution Professional [IRP] was appointed.

Some of the Homebuyers took the matter to Hon'ble Supreme Court, which was finally disposed off on 9th August, 2018 directing recommencement of CIRP proceedings against JIL. During the course of the said proceedings, on the interim directions of Hon'ble Supreme Court a sum of ₹ 750 Crores was deposited in the Supreme Court by JAL [the Holding Company of JIL] which was to be used for payment to such homebuyers who had opted for refund through the portal created by the Amicus appointed by the Hon'ble Supreme Court. However, in view of the amendment in the IBC giving status of the Financial Creditor to the Homebuyers, following the discipline of IBC, Hon'ble Supreme Court held that the said amount cannot be used for the said purpose and directed the same to be transferred alongwith interest to NCLT, Allahabad with direction to abide by the order of NCLT.

On conclusion of the second round of CIRP as under taken under the directions of Hon'ble Supreme Court, the Principal Bench, NCLT, New Delhi has approved the Resolution Plan of NBCC (India) Limited [NBCC] with certain modifications on 03.03.2020.

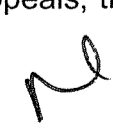

NBCC, the successful Resolution Applicant, had filed an appeal against the said order of NCLT approving the Resolution Plan with modifications, before Hon'ble NCLAT. NCLAT vide its order dated 22.04.2020 had issued notices to all the Respondents and also constituted an Interim Monitoring Committee (IMC) to remain in place till the disposal of the said appeal.

The Company [JAL] had also filed an appeal before Hon'ble NCLAT against the said NCLT Order dated 03.03.2020 holding the amount of ₹ 750 Crores deposited by JAL to form part of the Resolution Plan and also directing the payment of other amounts to JIL. Notices were issued to the Respondents and the implementation of the Plan has been subjected to the outcome of JAL's appeal. Pending adjudication, the Company has not made provision in respect of the deposit of ₹ 750 Crores, in the financial statement for the half year ended 30th September, 2020.

The IRP, Yes Bank Limited and groups of homebuyers etc had also filed appeals against the said Order of NCLT. Similarly a group of Shareholders of JIL had also filed an appeal against the said Order of NCLT claiming value for the shareholders based on the Net worth of JIL. Hon'ble NCLAT had directed issue of notices on all these appeals making the implementation of the plan subject to the outcome of the appeals.

Before any effective hearing could start before NCLAT, on being approached by a Group of Home buyers, Hon'ble Supreme Court vide its Order dated 06.08.2020 stayed the operation of the NCLAT Order dated 22.04.2020, transferred to itself all appeals pending before the NCLAT and also directed Resolution Professional to continue to manage the affairs of Jaypee Infratech Limited. The case was heard by Hon'ble Supreme Court on various dates and Order was reserved on 08.10.20 and is awaited.

Keeping in view the appeals filed by various parties against the order dated 03.03.2020 of the Adjudicating Authority approving the resolution plan of NBCC Ltd with modifications, and further proceedings in the matter in NCLAT and Hon'ble Supreme Court making the implementation of the Resolution Plan subject to the outcome of the said appeals, the financial statements of JIL have not been consolidated with those of the Company.

Since the matter is sub-judice and on attaining its finality, necessary effect of the outcome thereof shall be given in the Financial Statements interalia in respect of the Investments in JIL aggregating ₹ 847 Crores (8470 lacs equity shares of ₹ 10/- each).

5. During the quarter ended 30th June 2020, complete lockdown was announced by Government of India in the interest of the Nation, which led to complete disruption of operations of manufacturing, construction units and offices spread across India thereby bringing the Operations of the Company to complete halt for almost five weeks in the quarter.

There has been adverse impact on Company's operations also in quarter ended 30th September 2020 as compared to corresponding / previous quarter. The Quarter witnessed impact in operations of Engineering & Construction as different projects are in different states, while four projects are in neighbouring countries of Bhutan & Nepal. The Governments of Bhutan had imposed a lockdown of 2 weeks in this quarter and other restrictions thereafter. Jammu & Kashmir due to twin reason of localised lockdown & law and order matters ordered continuation of work in extremely regulated manner affecting the progress adversely.

There is high level of uncertainty about the time required for things to get normal. The Management is closely monitoring the current situation. As per current assessment, there is no significant impact on carrying amount of inventories, trade receivables, investments and other financial assets. The eventual outcome of the impact of the global health pandemic may be different from these estimated as on date of the approval of the financial results.

6. During the quarter under report, there has been a Fair Value Loss on Investments (Net) aggregating to ₹ 206.92 Crores.
7. The above Financial results for the quarter ended 30th September, 2020 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 31st October, 2020.

Place: Greater Noida
Dated: 31st October, 2020




MANOJ GAUR
Executive Chairman
DIN - 00008480


Independent Auditor's Review Report on Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 as amended

Review Report to
The Board of Directors of
Jaiprakash Associates Limited

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of **JAIPRAKASH ASSOCIATES LIMITED** ('the Company') for the Quarter and Year to Date from April 01, 2020 to September 30, 2020, being submitted by the Company pursuant to the requirement to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended ('the Listing Regulations').

This statement, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Basis of Qualified Review Conclusion

Attention is drawn to:

The insolvency petition filed by the IDBI with the National Company Law Tribunal ('NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') (Subsidiary of the Company) was admitted and Interim Resolution Professional ('IRP') was appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petition/Intervention filed by certain home buyers of JIL and gave various interim directions from time to time including continuation of Corporate Insolvency Resolution Process ('CIRP').

The NCLT, New Delhi Principal Bench approved the Resolution Plan (with modification) of NBCC (India) Limited on March 03, 2020 whereby as per the scheme approved by NCLT the company's investment in equity of JIL be reduced to Nil and also decided that deposit of Rs. 750 crores made by Jaiprakash Associates Limited shall be utilized with



interest for the cause of the creditors of Corporate Debtor, meaning thereby not to be refunded to Company. The Company has filed the appeal on March 12, 2020 before the NCLAT against the inclusion of the deposit with interest as part of the resolution plan. In view of the order of the NCLT the company should have made the provision of Rs. 849.26 Crores as diminution in value of the investment in equity of JIL and deposit of Rs. 750 Crores. However the company has not made provisions in the books for the amount of said investment and amount of deposit total aggregating to Rs. 1,599.26 crores. Had these provisions been made the Loss would have been increased to that extent.

Matters stated above have also been qualified in our report in preceding quarter ended June 30, 2020, year ended March 31, 2020 and corresponding quarter/half year ended on September 30, 2019.

4. Qualified Conclusion:

Based on our review conducted as above, *except for the effect/possible effect as stated in Basis of Qualified Review Conclusion paragraph above*, nothing has come to our attention that causes us to believe that the accompanying statement prepared in all material respect in accordance with applicable Indian Accounting Standards prescribed u/s 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of the Listing Regulations including the manner in which it is to be disclosed, or that it contain any material misstatement.

5. Emphasis of matter:

We draw attention to the following matters:

1.

- a. The Competition Commission of India ('CCI') vide its Order dated August 31, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and inter alia imposed a penalty of Rs. 1,323.60 Crores on the Company. The Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal ('NCLAT'). NCLAT vide its Order dated July 25, 2018 has rejected the appeals of all the cement manufacturers including that of the Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been Rs. 237.70 Crores only as against the penalty of Rs. 1,323.60 Crores calculated on the profits for all business segments of the Company. The Company and other affected cement manufacturers have filed appeal with the Hon'ble Supreme Court and the case has since been admitted with the directions that the interim Order passed earlier by NCLAT in the matter will continue in the meantime. The Company's request for rectification of Demand Notice was declined by CCI and the Company has filed a review application before Hon'ble NCLAT against the said rejection by CCI which matter is still pending.
- b. The Competition Commission of India vide its other order dated January 19, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and inter alia imposed a penalty of Rs. 38.02 Crores on the



Company based on criteria of average turnover of the Company as a whole as against the 'relevant turnover' of 'Cement Division'. The Company had filed an appeal against the said Order before NCLAT which has stayed the operation of impugned order and further proceedings are progressing in the matter.

Based on the advice of the Company's counsels, the Company believes that it has reasons to succeed in appeal in the above cases. Hence no provision is considered necessary in the statement of the company.

2. Yes Bank Limited ('YBL') / Assets Care and Reconstruction Enterprise Limited ('ACRE') invoked entire pledged equity share 28,09,66,000 of Rs. 10/- each of Bhilai Jaypee Cement Limited ('BJCL') (a subsidiary of the company) and also recalled outstanding loan and invoked corporate guarantee and shortfall undertaking given by the company against the loan facility of Rs. 465 Crores and Rs. 45 Crores to Jaypee Cement Corporation Limited ('JCCL') a wholly owned subsidiary of the company. YBL assigned the same in favour of ACRE. The ACRE informed about the transfer of the entire pledged/NDU share of BJCL in its name. However the company is contesting the assignment on the basis of the fact that these facilities has been covered under the Comprehensive Reorganization & Re-structuring Plan ('CRRP') of Company & JCCL duly approved by the consortium of lenders including YBL at its meeting held on June 22, 2017 and subsequently YBL signed Master Re-structuring Agreement ('MRA') through deed of accession. Hence, the carrying value of above said equity share of BJCL and 752 Equity Shares held in the name of nominee shareholders continue to be included as part of Non-Current investment of the company in the statement.

BJCL has earned profit in the current quarter but has incurred losses in the past years and its Net worth has been fully eroded. However, based on valuation report from independent Valuer on the assets of BJCL, the management believes that the realizable amount is higher than the carrying value of the Non-Current Investment aggregating to Rs. 407.72 Crores and receivable Rs. 541.81 Crores and as such these are considered good and recoverable.

3. Lender of Jaypee Cement Corporation Limited ('JCCL') (subsidiary company) has invoked the corporate guarantee given by the company for financial assistance being granted to JCCL and asked to make payment for Rs. 438.36 Crores and Rs. 20.79 Crores, being amount outstanding as on September 09, 2018. However the liability has not been considered in the books of accounts, as the loan in question is part of approved Comprehensive Reorganization & Restructuring plan of JCCL and the Company. The company has made Non-Current Investment in equity of JCCL of Rs. 1,454.71 Crores.

JCCL has incurred cash loss in the current quarter as well as in the past years and its Net worth has been fully eroded. However, based on report from independent professional in view of the management, the fair market value of the assets of the JCCL is higher than their carrying value as such no provision for impairment in the carrying value of the investment is required.

4. Non-Current Trade receivables include Rs. 2579.95 Crores, outstanding as at September 30, 2020 which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in



respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are recoverable.

5. The company has made investment in equity shares (Quoted) of Rs. 1,742.62 Crores in Jaiprakash Power Ventures Limited ('JPVL') an associate company (earlier subsidiary) of the company. JPVL has signed a 'Framework Agreement' on April 18, 2019 with the Banks and Financial Institutions for restructuring of the outstanding Loans and Interest. Accordingly JPVL has issued fully paid 0.01% Cumulative Compulsory Convertible Preference Shares amounting to Rs 3,805.53 crores on December 23, 2019 and fully paid 9.50% Cumulative Redeemable Preference Shares for Rs. 34.52 crores to their Lenders in December, 2019. Further, JPVL has issued 49,26,78,462 equity shares of Rs. 10/- each to FCCB Holders at Rs. 12/- per equity share and 35,17,69,546 equity shares of Rs. 10/- each to JSW Energy Limited at par against their outstanding liabilities on January, 2020 as per agreed terms.

Considering the implementation of Debt Resolution Process, valuation of assets of JPVL, conversion of outstanding dues of FCCB holders and JSW Energy Limited and further better prospects no diminution is envisaged by the management in the carrying value in the statement on the basis of quoted share price of JPVL being less than the carrying value.

6. The Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted by the company in the form of Performance Security. The Hon'ble High Court has granted stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in the High Court, the recoverability of the amount invested aggregating to Rs. 295.80 Crores as on September 30, 2020 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, as such no provision has been considered necessary to be made in the statement by the management.
7. The Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013 ("the Act"). In view of default in repayment of principal and/or interest to Banks and Financial Institutions, the remuneration paid to Shri Pankaj Gaur, Joint Managing Director (Construction) for the period from April 01, 2019 to June 30, 2019 and Shri Sunny Gaur, Managing Director (Cement) for the period from April 01, 2019 to December 30, 2019 based on the approval of NRC & Board, the approval of lenders has been sought where after the shareholders' approval shall be obtained.

As reported earlier, the appointment and remuneration of Shri Rahul Kumar, the then Whole time director and CFO (for the period from October 31, 2015 to October 30, 2018) was rejected by MCA vide letter dated December 27, 2017 on account of non-recovery of remuneration paid to 8 managerial personnel (for the year 2014-15 and 2015-16 (upto October 31, 2015).



The Company sought clarifications from Ministry of Corporate Affairs ('MCA'). In view of Clarification from MCA, the recovery of remuneration from the said 8 KMPs, is not required who were appointed at a time when the Company was in profits and there were no defaults. Accordingly no further action is required in respect of the remuneration paid to the said 8 KMPs during the year 2014-15 and 2015-16 (upto October 31, 2015).

As regards waiver of recovery of remuneration paid to Shri Rahul Kumar, the then Whole-time Director & CFO, in view of the clarification/ confirmation given by the MCA, the reason for rejection of application for approval of appointment and remuneration of Shri Rahul Kumar, as given by MCA does not survive. In view of amended provisions, the power to approve remuneration/ waiver of recovery of remuneration stands transferred and vested in the shareholders with prior approval of the lenders. Accordingly, the Company has approached the lenders, through their lead lender to accord approval/no-objection for the said waiver of recovery of remuneration, which is awaited, post which the Company shall seek approval of the shareholders.

8. There are certain Entry tax matters under Appeals aggregating to Rs. 297.82 Crores (excluding interest, currently unascertainable) pertaining to the State of Madhya Pradesh and Himachal Pradesh. The Company has challenged these on account of various grounds in Hon'ble High Courts. No provision has been considered of the above in the Statement as management is of the opinion that the Company will succeed in the appeal. The Company has already deposited Rs. 166.79 Crores and also furnished Bank Guarantees of Rs. 125.43 Crores against the above.
9. The Lenders of the company in their Joint Lenders Forum ('JLF') meeting held on June 22, 2017 have approved restructuring / realignment/ reorganization of debt of the Company & its wholly owned subsidiary, Jaypee Cement Corporation Limited ('JCCL') being Restructuring Scheme.

The company has provided interest expenses on the debt portion that will remain with the company in accordance with the Restructuring Scheme approved and Master Re-structuring Agreement ('MRA') signed with the Lenders. Interest for the Quarter ended September 30, 2020 aggregating to Rs. 272.18 crores and Rs. 3509.26 crores till September 30, 2020 on debt portion which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited' ('JIDL') on sanction of the scheme of Arrangement by Hon'ble National Company Law Tribunal ('NCLT'), Allahabad with appointed date of July 01, 2017 has been added to the carrying cost of the Inventory/ Projects under development in respect of SDZ Real Estate Undertaking ('SDZ-RE'), since the same has to be serviced from the assets/development of Assets of SDZ-RE.

However before the order on the above restructuring scheme by the Hon'ble NCLT, ICICI Bank Limited on the direction of RBI had filed an application with Hon'ble NCLT, Allahabad bench U/s 7 of Insolvency & Bankruptcy Code, 2016 ('IBC') against the company which is pending. On restructured loan, the company has also defaulted in the payment of interest and principal for the financial year 2018-2019, 2019-2020 and 2020-21.

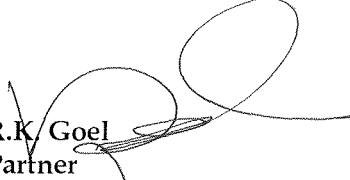
As such till the decision of the Hon'ble NCLT on restructuring and/or application u/s 7 IBC and further action/restructuring by the lenders on this account, there



remains uncertainty and as such its impact on the financials of the company is not ascertainable.

Our conclusion is not modified in respect of above stated matters in para (1) to (9).

For Rajendra K Goel & Co.
Chartered Accountants
Firm's Registration No. 001457N


R.K. Goel
Partner
Membership No. 006154
Place: Greater Noida
Dated: October 31, 2020
UDIN: 20006154AAAAFY8491



Independent Auditor's Review Report on Consolidated Unaudited Quarterly and Year to date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as amended

**Review Report To
The Board of Directors of
Jaiprakash Associates Limited**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Jaiprakash Associates Limited ('the Holding Company'), and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') its associates and joint controlled entity for the Quarter and Year to Date from April 01, 2020 to September 30, 2020 ('the Statement'), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations').

This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI the Listing Regulations, to the extent applicable.

3. The Statement includes the results of the following entities:

Subsidiaries

- 1) Himalyan Expressway Limited
- 2) Jaypee Cement Hockey (India) Limited
- 3) Jaypee Infrastructure Development Limited
- 4) Jaypee Ganga Infrastructure Corporation Limited
- 5) Jaypee Agra Vikas Limited
- 6) Yamuna Expressway Tolling Limited



- 7) Gujarat Jaypee Cement and Infrastructure Limited
- 8) Jaypee Assam Cement Limited
- 9) Jaiprakash Agri Initiative Company Limited
- 10) Kanpur Fertilizers & Chemicals Limited (formerly known as Kanpur Fertilizers & Cement Limited)
- 11) Jaypee Fertilizers & Industries Limited
- 12) Jaypee Uttar Bharat Vikas Private Limited
- 13) Himalyaputra Aviation Limited
- 14) Jaypee Cement Corporation Limited
- 15) RPJ Minerals Private Limited
- 16) Sonebhadra Minerals Private Limited
- 17) Sarveshwari Stone Products Private Limited
- 18) Rock Solid Cement Limited
- 19) Bhilai Jaypee Cement Limited
- 20) Jaypee Infratech Limited (Consolidated till December 31, 2019)
- 21) Jaypee Healthcare Limited (Consolidated till December 31, 2019)

Associates

- 1) Prayagraj Power Generation Company Limited (Ceased to be Associate w.e.f. 04.12.2019)
- 2) Madhya Pradesh Jaypee Minerals Limited
- 3) MPJP Coal Limited
- 4) MPJP Coal Fields Limited
- 5) Jaiprakash Power Ventures Limited

Joint Controlled Entity

- 1) JAL-KDSPL-JV

4. Basis of Qualified Review Conclusion:

Attention is drawn to:

The insolvency petition filed by the IDBI with the National Company Law Tribunal ('NCLT'), Allahabad against the Jaypee Infratech Limited ('JIL') (than Subsidiary of the Holding Company) was admitted and Interim Resolution Professional ('IRP') was appointed by the NCLT. The Hon'ble Supreme Court of India also admitted the Petition/Intervention filed by certain home buyers of JIL and gave various interim directions from time to time including continuation of Corporate Insolvency Resolution Process ('CIRP').

The NCLT, New Delhi Principal Bench approved the Resolution Plan (with modification) of NBCC (India) Limited on March 03, 2020 whereby as per the scheme approved by NCLT the Holding company's investment in equity of JIL be reduced to Nil and also decided that deposit of Rs. 750 crores made by the Holding Company shall be utilized with interest for the cause of the creditors of Corporate Debtor, meaning thereby not to be refunded to Holding Company. Accordingly the Holding Company has lost the control of JIL and consolidated the JIL upto December 31, 2019. The Holding Company has filed the appeal on March 12, 2020 before the NCLAT against the inclusion of the deposit with interest as part of the resolution plan. In view of the order of the NCLT the Holding Company should have made the provision of Rs. 847 Crores as diminution in value of the investment in equity of JIL and deposit of Rs. 750 Crores. However the Holding Company has not made provisions in the books for the amount of said investment and amount of



deposit total aggregating to Rs. 1,597 Crores. Had these provisions been made the loss of group would have been increased to that extent.

Matters stated above have also been qualified in our report in preceding quarter ended on June 30, 2020, year ended March 31, 2020 and corresponding quarter/ half year ended on September 30, 2019.

The Independent Auditors' of Bhilai Jaypee Cement Limited, a component, has issued qualified review conclusion in his Review Report on Unaudited Financial Results for the quarter ended on September 30, 2020 which is reproduced as under:

- [i] The financial statement of Bhilai Jaypee Cement Limited ('BJCL') is prepared on going concern basis. During the quarter and half year ended September 30, 2020, BJCL has earned Net Profit of Rs. 1,426.88 lakhs and Rs. 220.71 lakhs respectively. The Company's net worth as at September 30, 2020 has been completely eroded due to accumulated losses of Rs. 49,856.53 lakhs against equity capital of Rs. 37,968.48 lakhs. Further, BJCL's current liabilities exceed its current assets. These matters require BJCL to generate additional cash flow to fund the operations as well as payments to creditors and the statutory obligations. The appropriateness of assumption of going concern is dependent upon generation of additional cash flow and financial support from the holding company to fund the operations and meet its obligations and implementation of business plan which are critical to BJCL's ability to continue as going concern. These conditions along with matters described below indicate the existence of a material uncertainty that may cast significant doubt on the BJCL's ability to continue as going concern and therefore BJCL may be unable to realize its assets and discharge its liabilities in the normal course of business.
- [ii] Bhilai Jaypee Cement Limited ('BJCL') had not provided compensation for short lifting of annual Agreed Quantity of Granulated Slag of Rs. 6,816.22 lakhs up to September 30, 2020 (including Rs. 4,065.98 lakhs up to September 30, 2018 already demanded by the supplier). BJCL has, however, disputed the claim on various grounds such as deficient/inadequate supply of slag during the financial year 2011-12 to 2013-14, inordinate delay of 9 months on part of the supplier in furnishing bank guarantee for renewable of mining operation at ILQ Satna etc. BJCL also have filed counter claim with the party for contribution loss suffered by BJCL. The same being under negotiation, BJCL has not provided any expenses during the quarter ended and half year ended September 30, 2020. Hence, the extent to which this liability will be settled cannot be ascertained at present.

Matters stated above have also been qualified in auditors' report of BJCL/ our report in preceding quarter/year ended March 31, 2020 and corresponding quarter/half year ended on September 30, 2019.

5. Qualified conclusion:

Based on our review conducted and procedures performed as stated in paragraph 2 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, *except effect/possible effect as stated in Basis of Qualified Review Conclusion paragraph above*, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in all material respect in accordance with applicable Indian Accounting Standards prescribed u/s 133 of the Companies Act, 2013 read with



relevant Rules issued thereunder and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of the Listing Regulations including the manner in which it is to be disclosed, or that it contain any material misstatement.

6. **Emphasis of matter:**

We draw attention to the following matters:

1)

- a. The Competition Commission of India ('CCI') vide its Order dated August 31, 2016 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 during F.Y. 2009-10 & 2010-11 and imposed a penalty of Rs. 1,323.60 Crores on the Holding Company. The Holding Company had filed an Appeal against the said Order which was heard on various dates by Hon'ble National Company Law Appellate Tribunal ('NCLAT'). NCLAT vide its Order dated July 25, 2018 has rejected the appeals of all the cement manufacturers including that of the Holding Company without interfering in the penalty, though, if calculated on the basis of profits earned by the Cement business, the same would have been Rs. 237.70 Crores only as against the penalty of Rs. 1,323.60 Crores calculated on the profits for all business segments of the Holding Company. The Holding Company and other affected cement manufacturers have filed appeal with the Hon'ble Supreme Court and the case has since been admitted with the directions that the interim Order passed earlier by NCLAT in the matter will continue in the meantime. The Holding Company's request for rectification of Demand Notice was declined by CCI and the Holding Company has filed a review application before Hon'ble NCLAT against the said rejection by CCI which matter is still pending.
- b. The Competition Commission of India vide its other order dated January 19, 2017 held various cement manufacturers liable for alleged contravention of certain provisions of the Competition Act, 2002 in the State of Haryana during F.Y. 2012-13 to F.Y. 2014-15 and interalia imposed a penalty of Rs. 38.02 Crores on the Holding Company based on criteria of average turnover of the Holding Company as a whole as against the 'relevant turnover' of 'Cement Division'. The Holding Company had filed an appeal against the said Order before NCLAT which has stayed the operation of impugned order and further proceedings are progressing in the matter.

Based on the advice of the Holding Company's counsels, the Holding Company believes that it has reasons to succeed in appeal in the above cases. Hence no provision is considered necessary in the statement.

- 2) Yes Bank Limited ('YBL') / Assets Care and Reconstruction Enterprise Limited ('ACRE') invoked entire pledged equity share 28,09,66,000 of Rs. 10/- each of Bhilai Jaypee Cement Limited ('BJCL') (a subsidiary of the Holding Company) and also recalled outstanding loan and invoked corporate guarantee and shortfall undertaking given by the Holding Company against the loan facility of Rs. 465 Crores and Rs.45 Crores to JCCL a wholly owned subsidiary of the Holding Company. YBL assigned the same in favor of ACRE. ACRE informed about the transfer of the entire pledged/NDU share of BJCL in its name. However the



Holding Company is contesting the assignment on the basis of the fact that these facilities has been covered under the Comprehensive Reorganization & Restructuring Plan ('CRRP') of the Holding Company & Jaypee Cement Corporation Limited ('JCCL') duly approved by the consortium of lenders including YBL at its meeting held on June 22, 2017 and subsequently YBL signed Master Re-structuring Agreement ('MRA') through deed of accession. Pending settlement with the Lender/ACRE, the Holding Company continues to consolidate BJCL as a subsidiary.

- 3) Lender of Jaypee Cement Corporation Limited ('JCCL') (subsidiary of the Holding Company) has invoked the corporate guarantee given by the Holding Company for financial assistance being granted to JCCL and asked to make payment for Rs. 438.36 Crores and Rs. 20.79 Crores, being amount outstanding as on September 09, 2018. However the liability has not been considered in the books of accounts, as the loan in question is part of approved Comprehensive Reorganization & Restructuring plan of JCCL and the Holding Company.
- 4) Non- Current Trade receivables include Rs. 2579.95 Crores, outstanding as at September 30, 2020 which represents various claims raised on the Clients based on the terms and conditions implicit in the Engineering & Construction Contracts in respect of closed/suspended/under construction projects. These claims are mainly in respect of cost over run arising due to suspension of works, client caused delays, changes in the scope of work, deviation in design and other factors for which the Holding Company is at various stages of negotiation/ discussion with the clients or under Arbitration/ litigation. On the basis of the contractual tenability, progress of negotiations/ discussions/ arbitration/ litigations, the management considers these receivables are recoverable.
- 5) The Holding Company has made investment in equity shares (Quoted) of Rs. 1,742.62 Crores in Jaiprakash Power Ventures Limited ('JPVL') an associate of the Holding Company (earlier a subsidiary of the Holding Company). JPVL has signed a 'Framework Agreement' on April 18, 2019 with the Banks and Financial Institutions for restructuring of the outstanding Loans and Interest. Accordingly, JPVL has issued fully paid 0.01% Cumulative Compulsory Convertible Preference Shares amounting to Rs 3,805.53 crores on December 23, 2019 and fully paid 9.50% Cumulative Redeemable Preference Shares for Rs. 34.52 crores to their Lenders in December, 2019. Further, JPVL has issued 49,26,78,462 equity shares of Rs. 10/- each to FCCB Holders at Rs. 12/- per equity share and 35,17,69,546 equity shares of Rs. 10/- each to JSW Energy Limited at par against their outstanding liabilities on January 2020 as per agreed terms.

Considering the implementation of Debt Resolution Process, valuation of assets of JPVL, conversion of outstanding dues of FCCB holders and JSW Energy Limited and further better prospects no diminution is envisaged by the management in the carrying value in the statement on the basis of quoted share price of JPVL being less than the carrying value.

- 6) The Holding Company has received Termination Notice for the Mandla North Coal Mine allotted by Nominated Authority, Ministry of Coal on account of not meeting eligibility criteria mentioned in the Coal Mines Development and Production Agreement along with instructions for invocation of the Bank Guarantee submitted



by the Holding Company in the form of Performance Security. The Hon'ble High Court has granted stay against the Termination Notice and invocation of Performance Guarantee. Since, the matter is now being sub-judice in the High Court, the recoverability of the amount invested aggregating to Rs. 295.80 Crores as on September 30, 2020 in the development of the Coal Block and impact of the invocation of the Performance Guarantee is uncertain, as such no provision has been considered necessary to be made in the statement by the management.

- 7) The Holding Company has made payment to its Managerial Personnel in terms of their respective appointments and within the limits prescribed under the Companies Act, 2013 ("the Act"). In view of default in repayment of principal and/or interest to Banks and Financial Institutions, the remuneration paid to Shri Pankaj Gaur, Joint Managing Director (Construction) for the period from April 01, 2019 to June 30, 2019 and Shri Sunny Gaur, Managing Director (Cement) for the period from April 01, 2019 to December 30, 2019 based on the approval of NRC & Board, the approval of lenders has been sought whereafter the shareholders' approval shall be obtained.

As reported earlier, the appointment and remuneration of Shri Rahul Kumar, the then Whole time director and CFO (for the period from October 31, 2015 to October 30, 2018) was rejected by MCA vide letter dated December 27, 2017 on account of non-recovery of remuneration paid to 8 managerial personnel for the year 2014-15 and 2015-16 (upto October 31, 2015).

The Holding Company sought clarifications from Ministry of Corporate Affairs (MCA). In view of Clarification from MCA, the recovery of remuneration from the said 8 KMPs, is not required who were appointed at a time when the Holding Company was in profits and there were no defaults. Accordingly no further action is required in respect of the remuneration paid to the said 8 KMPs during the year 2014-15 and 2015-16 (upto October 31, 2015).

As regards waiver of recovery of remuneration paid to Shri Rahul Kumar, the Whole-time Director & CFO, in view of the clarification/ confirmation given by the MCA, the reason for rejection of application for approval of appointment and remuneration of Shri Rahul Kumar, as given by MCA does not survive. In view of amended provisions, the power to approve remuneration/ waiver of recovery of remuneration stands transferred and vested in the shareholders with prior approval of the lenders. Accordingly, the Holding Company has approached the lenders, through their lead lender to accord approval/no-objection for the said waiver of recovery of remuneration, which is awaited, post which the Holding Company shall seek approval of the shareholders.

- 8) There are certain Entry tax matters under Appeals aggregating to Rs. 297.82 Crores (excluding interest, currently unascertainable) pertaining to the State of Madhya Pradesh and Himachal Pradesh. The Holding Company has challenged these on account of various grounds in Hon'ble High Courts. No provision has been considered of the above in the Statement as management is of the opinion that the Holding Company will succeed in the appeal. The Holding Company has already deposited Rs. 166.79 Crores and also furnished Bank Guarantees of Rs. 125.43 Crores against the above.



- 9) The Lenders of the Holding Company in their Joint Lenders Forum ('JLF') meeting held on June 22, 2017 have approved restructuring / realignment/ reorganization of debt of the Holding Company & its wholly owned subsidiary, Jaypee Cement Corporation Limited ('JCCL') being Restructuring Scheme.

The Holding Company has provided interest expenses on the debt portion that will remain with the Holding Company in accordance with the Restructuring Scheme approved and Master Re-structuring Agreement ('MRA') signed with the Lenders. Interest for the quarter ended September 30, 2020 aggregating to Rs. 272.18 crores and Rs. 3509.26 crores till September 30, 2020 on debt portion which will be transferred to Real Estate SPV namely 'Jaypee Infrastructure Development Limited' ('JIDL') on sanction of the scheme of Arrangement by Hon'ble National Company Law Tribunal ('NCLT'), Allahabad with appointed date of July 01, 2017 has been added to the carrying cost of the Inventory/ Projects under development in respect of SDZ Real Estate Undertaking ('SDZ-RE'), since the same has to be serviced from the assets/development of Assets of SDZ-RE.

However before the order on the above restructuring scheme by the Hon'ble NCLT, ICICI Bank Limited on the direction of RBI had filed an application with Hon'ble NCLT, Allahabad bench U/s 7 of Insolvency & Bankruptcy Code, 2016 against the Holding Company which is pending. On restructured loan, the Holding Company has also defaulted in the payment of interest and principal for the financial year 2018-2019, 2019-2020 and 2020-2021.

As such till the decision of the Hon'ble NCLT on restructuring and/or application u/s 7 of Insolvency & Bankruptcy Code, 2016 and further action/restructuring by the lenders on this account, there remains uncertainty and as such its impact on the financials of the Group is not ascertainable.

Our conclusion is not modified in respect of above stated matters in para (1) to (9).

The Independent Auditors' of certain components in their Review Report on Unaudited Financial Results for the quarter ended on September 30, 2020 have drawn emphasis of matter paragraphs which is reproduced as under:

- 1) Jaiprakash Agri Initiatives Company Limited ('JAICL') has accumulated losses which have fully eroded its Net worth and JAICL has incurred cash loss during the current period and previous year(s) and JAICL current liabilities have exceeded its current assets. These conditions indicate the existence of a material uncertainty that may cast significant doubt about JAICL's ability to continue as a going concern. However, the financial statements of JAICL have been prepared on a going concern basis.
- 2) Jaypee Infrastructure Development Limited ('JIDL') has accumulated losses which have fully eroded its Net worth and JIDL has incurred cash loss during the previous year(s). JIDL current liabilities have exceeded its current assets. These conditions indicate the existence of a material uncertainty that may cast significant doubt about JIDL's ability to continue as a going concern. However, the financial statements of JIDL have been prepared on a going concern basis.
- 3) Jaypee Cement Hockey (India) Limited ('JCHIL') has accumulated losses which have fully eroded its Net worth and JCHIL has incurred cash loss during the current



period and previous year(s) and JCHIL current liabilities have exceeded its current assets. These conditions indicate the existence of a material uncertainty that may cast significant doubt about JCHIL's ability to continue as a going concern. However, the financial statements of JCHIL have been prepared on a going concern basis.

- 4) Himalyaputra Aviation Limited ('HAL') has accumulated losses and its net worth has been fully eroded, HAL has incurred net cash loss during the current 6 month period, but had cash profit during the previous year. These conditions indicate that HAL is dependent upon the continuing financial support of its holding company for its ability to continue as a Going Concern and for discharging its liabilities in the ordinary course of business. However, the financial statements of HAL have been prepared on a going concern basis.
- 5) Yamuna Expressway Tolling Limited ('YETL') has accumulated losses which are more than its Net worth i.e. the net worth has been fully eroded, YETL has incurred net cash loss during the previous year(s). These conditions indicate the existence of a material uncertainty that may cast significant doubt about YETL ability to continue as a going concern. However, the financial statements of YETL have been prepared on a going concern basis.
- 6) Jaypee Ganga Infrastructure Corporation Limited ('JGICL') has accumulated losses which have fully eroded its Net worth and JAICL has incurred cash loss during the previous year(s). JGICL current liabilities have exceeded its current assets. These conditions indicate the existence of a material uncertainty that may cast significant doubt about JGICL's ability to continue as a going concern. However, the financial statements of JGICL have been prepared on a going concern basis.
- 7) Jaypee Cement Corporation Limited ('JCCL') has accumulated losses. The JCCL's ability to continue as a going concern is dependent upon the financial support of the holding company. However, the financial statements of the JCCL have been prepared on a going concern basis for the reasons.
- 8) Confirmations/ Reconciliations of balances of certain secured & unsecured loans, balances with banks, trade receivables, trade and other payables (including capital creditors) and loans and advances of Jaypee Cement Corporation Limited ('JCCL') are pending. The management of JCCL is confident that on confirmation/ reconciliation there will not be any material impact on the financial statements.
- 9) Jaiprakash Agri Initiatives Company Limited ('JAICL') has defaulted in repayment of Principal and interest to Banks and Financial institutions "FI's", wherein the period of delay ranges from 16 days to 808 days.

As per information and records produced before the auditor's of JAICL details of overdue interest on the borrowings amounting to Rs. 1288.38 Lacs which was outstanding as at September 30, 2020 as given below:

Name of FI's	Range Period	Amount in Lacs
IFCI Limited	August 2018 to September 2020	1288.38



As per information and records produced before the auditor's of JAICL details of overdue principal repayment of borrowings amounting to Rs. 1750.44 Lacs which was outstanding as at September 30, 2020 as given below:

Name of FI's	Range Period	Amount in Lacs
IFCI Limited	July 2018 to September 2020	1750.44

- 10) Kanpur Fertilizers & Chemicals Limited (formerly known as Kanpur Fertilizers & Cement Ltd.), ('KFCL') has defaulted in repayment of Term Loan installments totaling Rs. 43.63 crores as at September 30, 2020 which became due w.r.t. quarter ended June 2019 to quarter ended September 2020 to Yes Bank Limited. Overdue Interest of Yes Bank Limited as on September 30, 2020 is Rs. 12.88 crores. The account has been reported NPA by the Bank. Working capital demand loan and cash credit facility including interest from Yes Bank Limited with outstanding amount of Rs. 26.53 crores and Rs. 18.41 crores respectively are also classify as NPA.

KFCL has also defaulted in repayment of principal amount of Rs. 2.70 crores in quarter ended September 30, 2020 which has become due for the month of July and August 2020 to SREI Equipment finance Limited. Overdue interest w.r.t. the said lender as on September 30, 2020 is Rs. 0.05 Crores.

The above Matter also included in the auditors' Review report on Unaudited Financial results of the holding company of KFCL i.e. Jaypee Uttar Bharat Vikas Private Limited and the Ultimate holding company of KFCL i.e Jaypee Fertilizers & Industries Limited.

- 11) No provision has been considered necessary by the management of Bhilai Jaypee Cement Limited ('BJCL') against Entry Tax amounting to Rs. 3,408.62 lakhs (including interest) as demanded by the Commercial Tax Department. BJCL has filed the Writ Petition in the Hon'ble High Court of Chhattisgarh against the order of Commercial Tax Department. Further, BJCL had filed for the exemption certificate regarding payment of entry tax which was rejected by the Department of Commerce & Industries, Chhattisgarh. During the earlier year, BJCL has filed an appeal before the State Appellate Forum, Department of Commerce and Industries, (Government of Chhattisgarh) against the order of the Department of Commerce & Industries, Chhattisgarh. The Management of BJCL is confident for favorable outcome in both the above-mentioned cases. Moreover, Rs. 684.35 lakhs have been deposited against the entry tax demand till date and shown as part of other non-current assets which is in the opinion of the management is good and recoverable.

Conclusion of the auditors of the respective components in respect of above stated matters in para (1) to (11) are not modified in their review reports.

Our conclusion is also not modified in respect of above stated matters in para (1) to (11).

7. We did not review financial information/financial results of 12 subsidiaries included in the consolidated unaudited financial results, whose financial information/financial results reflect total assets of Rs. 678,738.53 Lacs as at September 30, 2020 and total revenues of Rs. 67,851.11 Lacs, and Rs.117,998.80 Lacs, total net loss after tax of Rs. 5,784.45 Lacs and Rs. 15,342.47 Lacs and total comprehensive income / (loss) of Rs. (5,785.56) Lacs and



Rs.(15,344.25) Lacs for the quarter ended September 30, 2020, and for period from April 01, 2020 to September 30, 2020 respectively, and net cash outflow of Rs. 383.01 Lacs for the period from April 01, 2020 to September 30, 2020 as considered in the consolidated unaudited financial results whose financial information/financial results have not been reviewed by us. These financial information/financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 2 above.

8. The consolidated unaudited financial results includes financial information/ financial results of 7 subsidiaries and 1 joint controlled entity which have not been reviewed by their auditors, whose financial information/financial results reflect total assets of Rs. 16,528.98 Lacs as at September 30, 2020 and total revenue of Rs. 1.66 Lacs and Rs. 306.91 Lacs, total net loss after tax of Rs. 222.61 Lacs and Rs.434.75 and total comprehensive income/ (loss) of Rs. (222.61) Lacs and Rs. (434.75) Lacs for the quarter ended September 30, 2020 and for the period from April 01, 2020 to September 30, 2020 respectively, and net cash inflow of Rs. 32.40 Lacs for the period from April 01, 2020 to September 30, 2020, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs. 7.86 Lacs and Rs. 11.15 Lacs and total comprehensive income / (loss) of Rs. 7.86 Lacs and Rs. 11.15 Lacs for the quarter ended September 30, 2020 and for the period from April 01, 2020 to September 30, 2020, respectively, as considered in the consolidated unaudited financial results, in respect of 4 associates, based on their financial information/ financial results which have not been reviewed/audited by their auditors. According to the information and explanations given to us by the Management, these financial information/ financial results are not material to the Group.

Our conclusion on the statement in respect of matter stated in para 7 and 8 above is not modified with respect to our reliance on the work done and the reports of other auditors and the and the interim financial statement/financial information/ financial results certified by the Management.

For Rajendra K Goel & Co.
Chartered Accountants
Firm's Registration No. 001457N

R.K. Goel
Partner
Membership No. 006154
Place: Greater Noida
Dated: October 31, 2020
UDIN: 20006154AAAFZ5550

